

MARVEL

the AMAZING SPIDER-MAN[®]



**THE COMPLETE BEN REILLY EPIC
BOOK 5**

AW

the AMAZING SPIDER-MAN

THE COMPLETE BEN REILLY EPIC



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the AMAZING SPIDER-MAN

THE COMPLETE BEN REILLY EPIC

WRITERS

Todd Dezago, Tom DeFalco, Howard Mackie, James Felder & George Pérez with Ron Frenz

PENCILERS/BREAKDOWNS

Sal Buscema, Luke Ross, Mark Bagley, John Romita Jr., Joe Bennett, Darick Robertson, Mike Wieringo, Ron Garney & Ron Frenz with Steve Geiger, Dan Jurgens & Brandon McKinney

INKERS/FINISHERS

John Stanisci, Al Williamson, Larry Mahlstedt, Al Milgrom, Chris Ivy, Andrew Pepoy, Richard Case & John Romita with Randy Emberlin, Steve Montano & Tom Palmer

COLORISTS

John Kalisz, Gregory Wright, Bob Sharen, Kevin Tinsley, Christie Scheele, Tom Smith, Malibu & Graphic ColorWorks

LETTERERS

Jack Morelli, Bill Oakley, John Costanza & Richard Starkings & Comcraft with Liz Agraphotis

EDITORS

Ralph Macchio & Tom Brevoort

Front Cover Artists: John Romita Jr. & Al Williamson

Front Cover Colorist: Veronica Gandini

Back Cover Artists: John Romita Jr. & Al Williamson

Back Cover Colorist: Tom Smith

Collection Editor: Mark D. Beazley

Assistant Editors: Nelson Ribeiro & Alex Starbuck

Editor, Special Projects: Jennifer Grünwald

Senior Editor, Special Projects: Jeff Youngquist

Senior Vice President of Sales: David Gabriel

SVP of Brand Planning & Communications: Michael Pasciullo

Research & Layout: Jeph York

Production: ColorTek, Ryan Devall & Jessi Champion

Digital Manager/Production: Tim Smith 3

Digital Production: Rachel Young

Editor In Chief: Axel Alonso

Chief Creative Officer: Joe Quesada

Publisher: Dan Buckley

Producer: Alan Fine



PAGES 1-15 OF THIS ISSUE, INCLUDING PETER'S SPASM, OCCUR BEFORE PETER'S COLLAPSE IN SPIDER-MAN #70 (THE FINAL ISSUE IN SPIDER-MAN: THE COMPLETE BEN REILLY EPIC VOL. 4).



MARVEL[®]
COMICS



SPIDER-MAN

JUN '96 235

APPROVED
BY THE
COMICS
CODE
AUTHORITY

THE SPECTACULAR SPIDER-MAN

BACK FROM BEYOND—
WILL ^{of The} WISP!



BUSCEMA / STANISCI



VIOLENCE AND FEAR.
CRACKPIPES AND NIKES.

THEY DON'T KNOW THAT THERE'S
A WORLD OUT THERE WHERE THE
NIGHT ISN'T BROKEN BY THE SNAP
SNAP OF GUNFIRE...

...WHERE YOU DON'T HAVE
TO KILL YOUR NEIGHBOR
JUST TO BELONG...

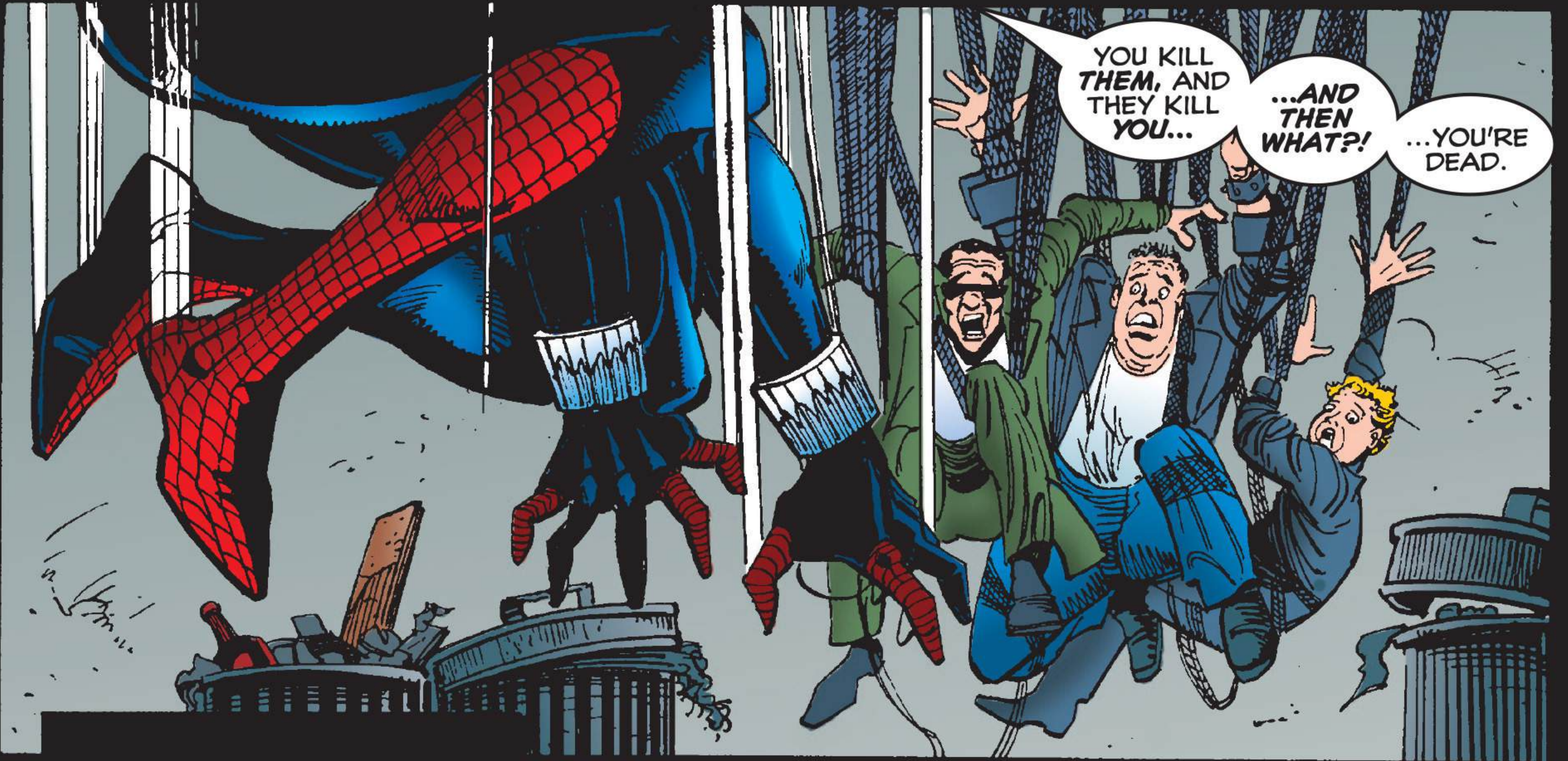
THEY'RE DRAGGED INTO THE
VICIOUS CYCLE... WHERE IT'S
DRILLED INTO THEM THAT THIS
IS THE WAY IT IS...

...THAT THIS IS WHAT YOU
HAVE TO DO TO SURVIVE.

"DO THEM
BEFORE
THEY DO
YOU."







YOU KILL THEM, AND THEY KILL YOU...

...AND THEN WHAT?!

...YOU'RE DEAD.



DEAD.

DEAD AS DEAD.



AND **WHY** DO YOU WANT TO KILL THEM?!

BECAUSE THE **GANG** TELLS YOU TO?!



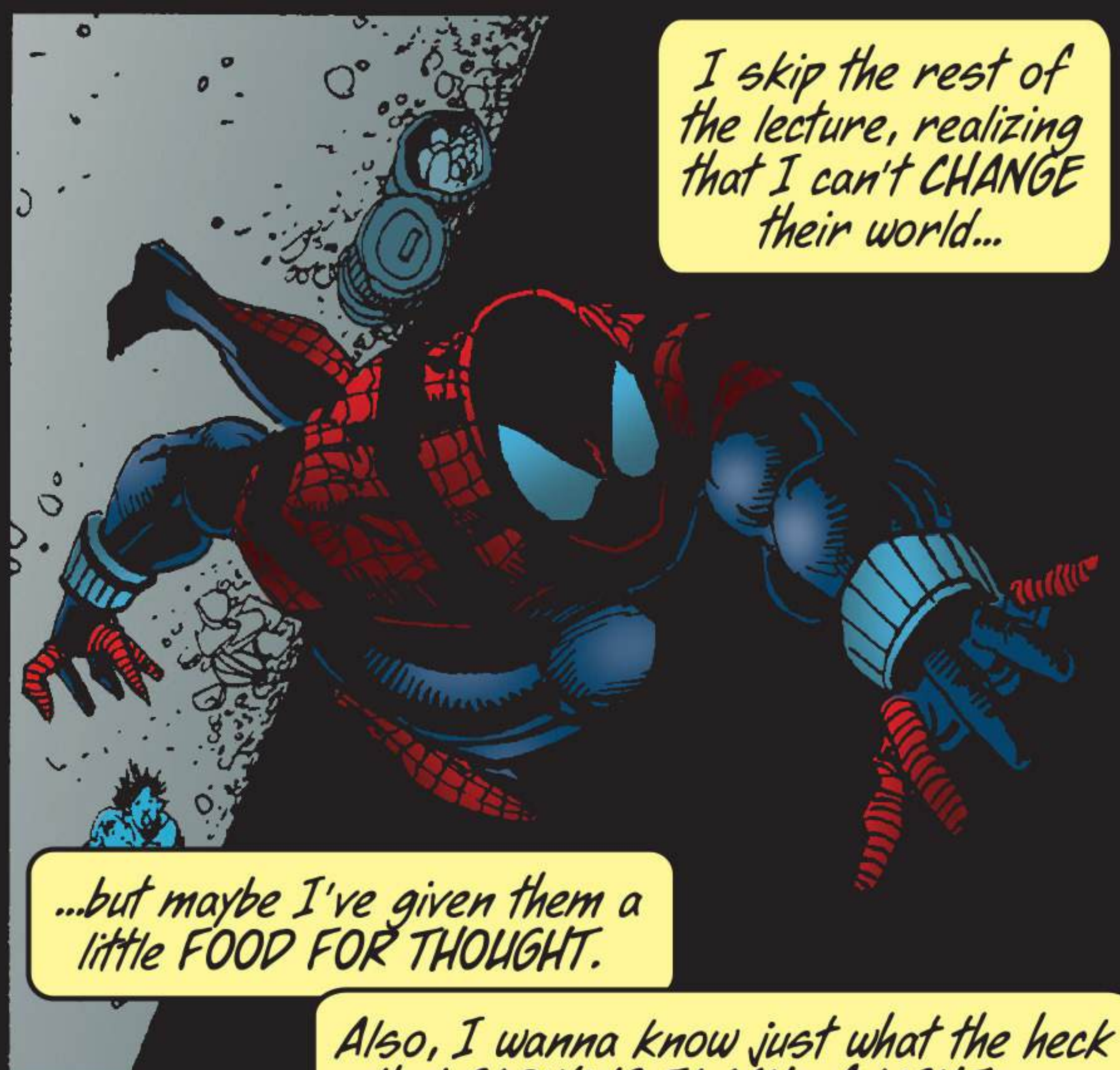
YOU HAVE NO **WILL** OF YOUR OWN.

YOU'RE JUST **PUPPETS** WITH GUNS.



ALTHOUGH I GUESS THAT'S **EASIER** THAN HAVING TO **THINK** FOR YOURSELVES... TO DO THE RIGHT THING RATHER THAN --

-Huh?!



*I skip the rest of the lecture, realizing that I can't **CHANGE** their world...*

*...but maybe I've given them a little **FOOD FOR THOUGHT**.*

*Also, I wanna know just what the heck that **GLOWING FLASH** of **LIGHT** w --*

His given name is **Peter Parker**. While in high school, he was bitten by a radioactive spider and endowed with amazing powers, which he has since used to protect the innocent and battle evil. Now he calls himself **Ben Reilly**, and as a costumed crime-fighter, he continues his crusade... for he understands that with great power comes great responsibility!

STAN LEE
presents
THE SPECTACULAR
SPIDER-MAN
in

PUPPETS

WHOOSH

WHOA!

**SAL BUSCEMA, JOHN STANISCI
& TODD DEZAGO** Story & Art

RALPH MACCHIO Editor
BOB HARRAS Editor in Chief

RICHARD STARKINGS **JOHN KALISZ** **MALIBU**
AND **COMICRAFT** **Colors** **Enhancement**
Lettering

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Apparently, **THIS** whackjob thinks that a **ROCKET-RIDE** over the city...

...is going to leave me **DISORIENTED** enough for him to get the **UPPER HAND!**

Well, **SORRY**, Tinkerbell --

SPIDER-MAN --

--you're about to learn that it takes more than a little **VERTIGO** --

-- to take the wind out of **THIS** Spider-Man's --

-- **SAILS...**?

Huh?

I HAVEN'T **TIME** FOR THESE CHILDISH EXERCISES, **SPIDER-MAN** --

-- IN FACT, I HAVEN'T TIME FOR MUCH AT ALL. **YOU'RE** THE LAST HOPE I HAVE.

I'M **DESPERATE** FOR YOUR **HELP!**

GREAT. The downside of being Spidey again is meeting up with folks PETER met when he wore this costume. This guy could be one of Pete's BEST BUDS, and here I am trying to bash his TEETH DOWN HIS NECK!

SORRY, MAN --
TOO MUCH
CAFFEINE --

-- IT'S
GOT ME KINDA,
Y'KNOW --
JUMPY!

LISTEN TO ME! I
HAVEN'T TIME FOR
THIS PRATTLE! I AM
BEING MANIPULATED...
CONTROLLED!

HAVING IMPLANTED
SOME KIND OF **DEVICE**
AT THE BASE OF MY
SKULL, JONAS HARROW
HAS ENSLAVED ME ON
A **MOLECULAR**
LEVEL!

HE IS **FORCING**
ME TO COMMIT A
SERIES OF **INDUSTRIAL**
CRIMES, GATHERING
INFORMATION FOR
HIS --

Have to do my best
to **FAKE IT**...

ARCCH!

EVEN NOW HE
CALLS ME **BACK**,
DEMANDING MY
RETURN!

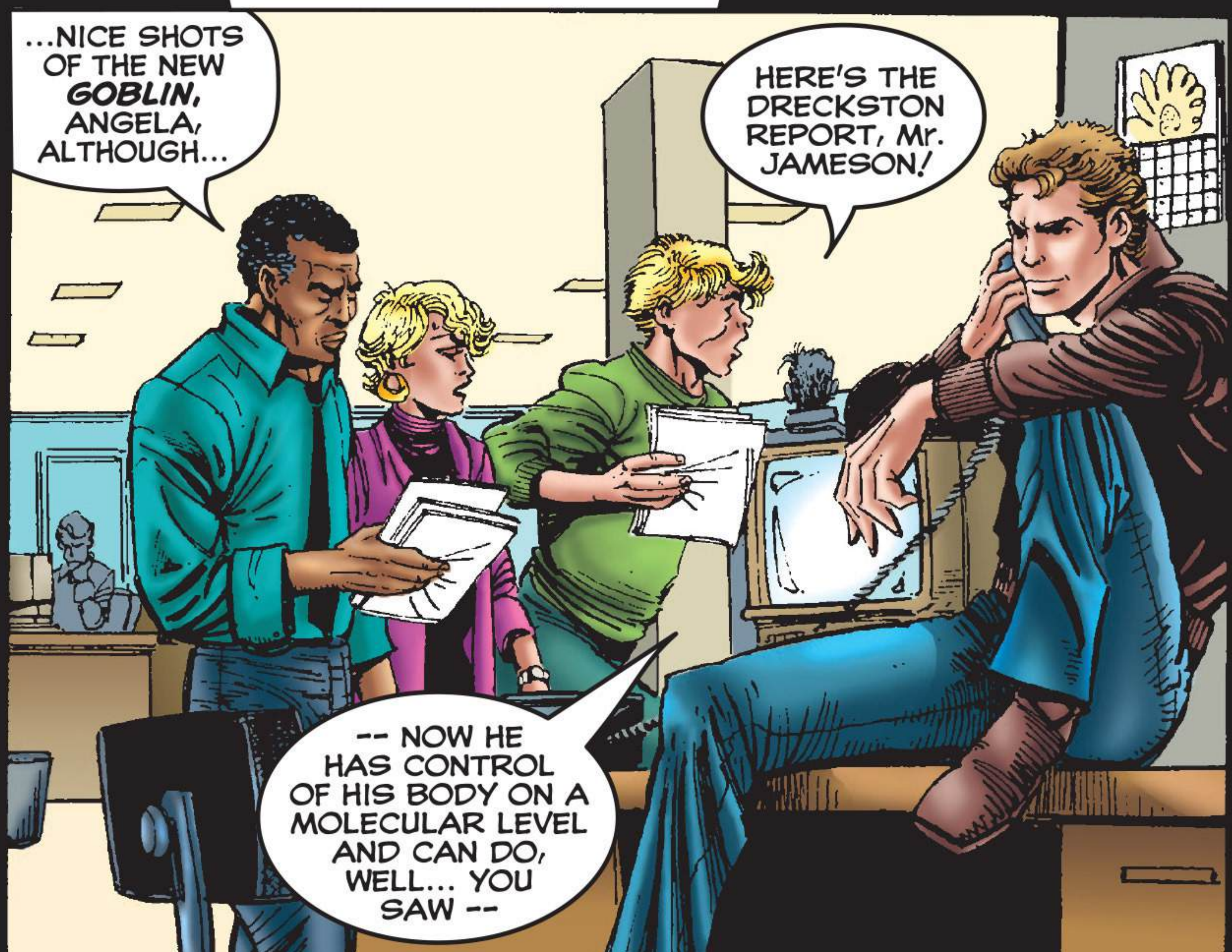
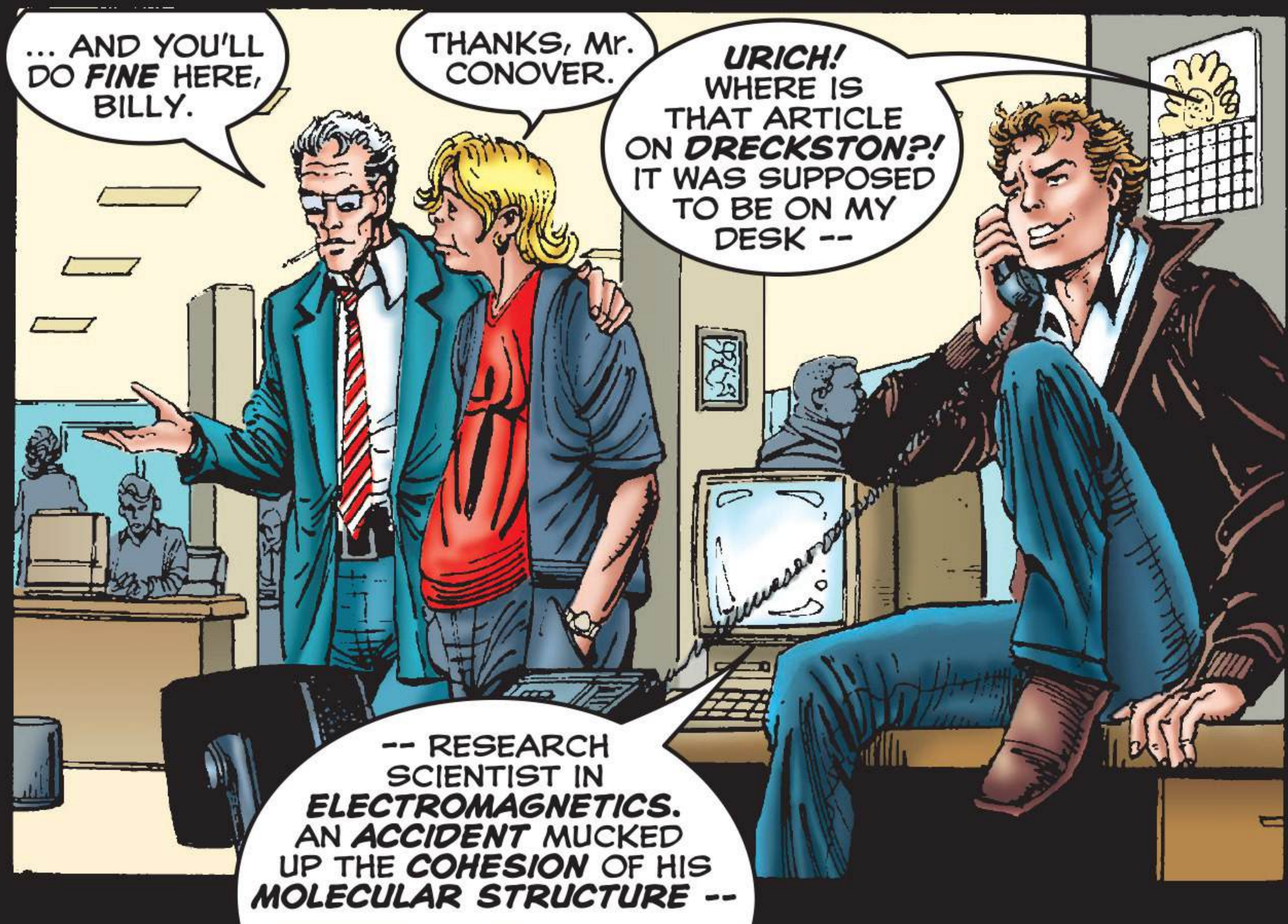
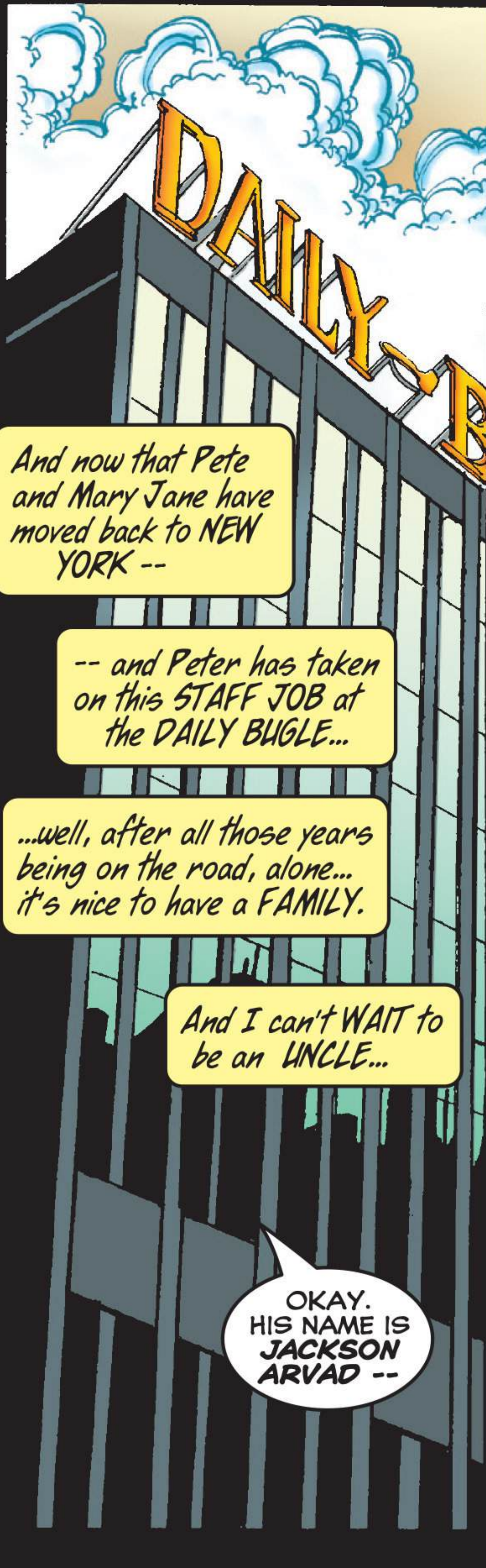
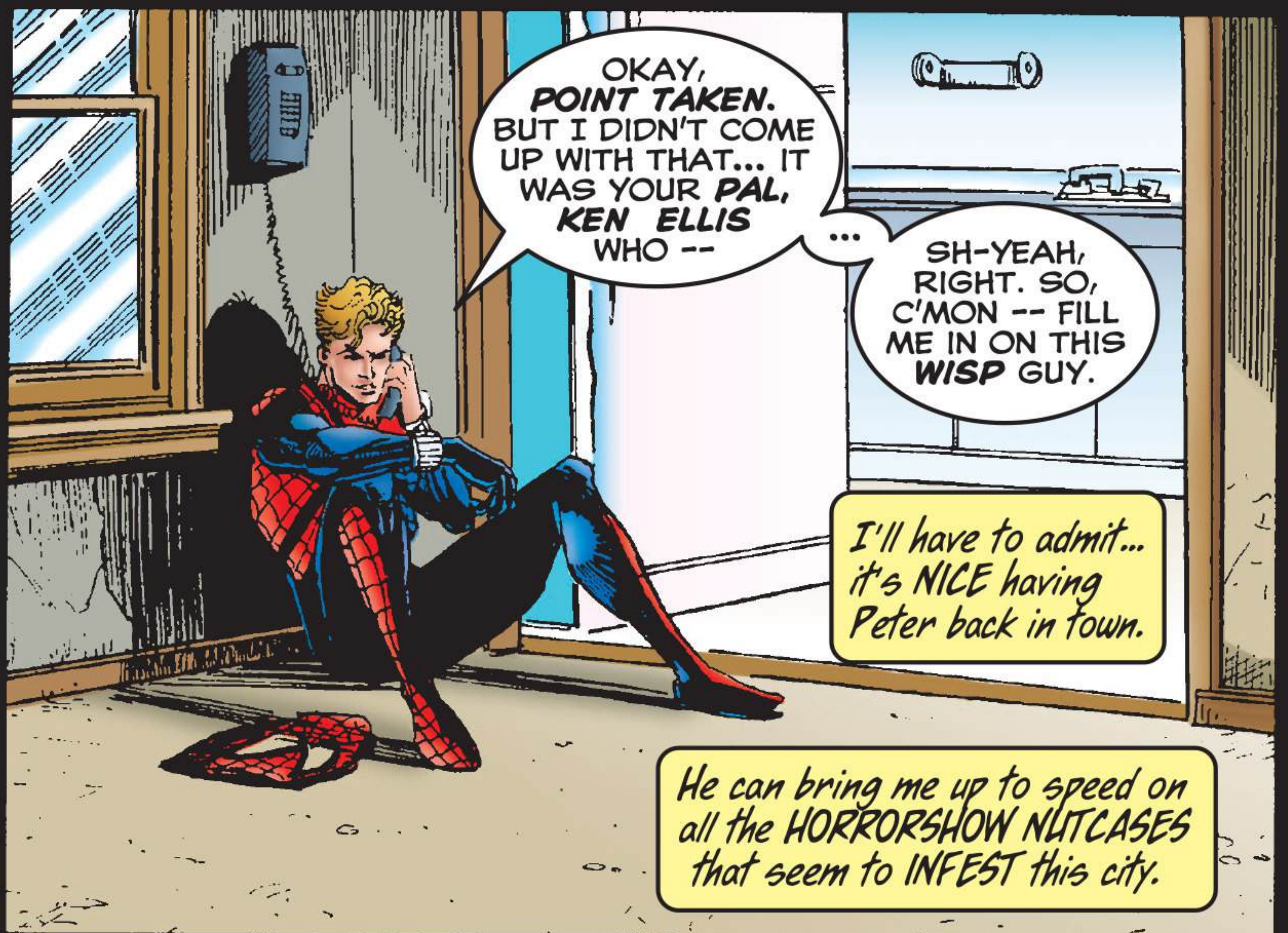
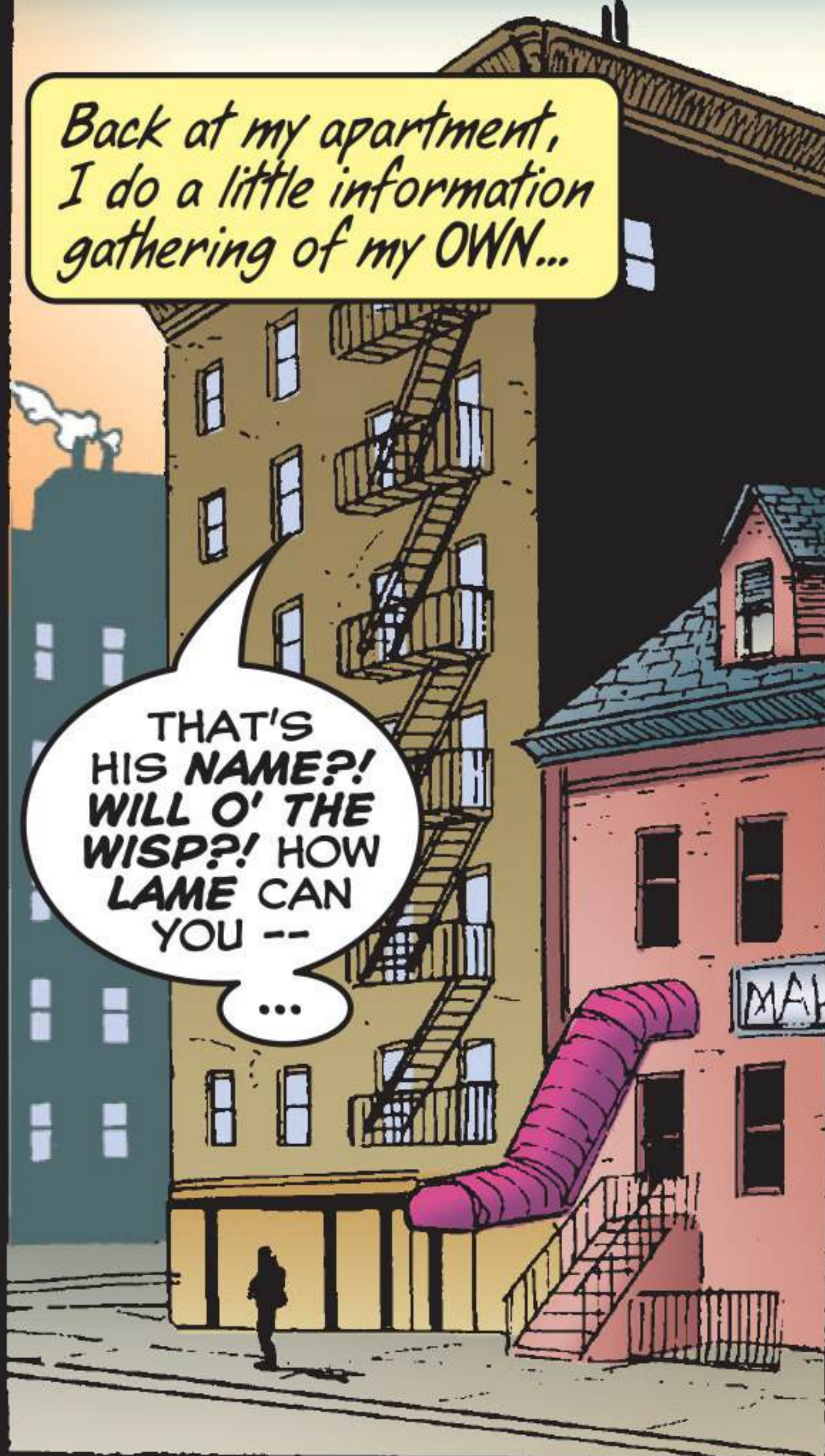
YOU MUST
HELP ME, SPIDER-
MAN! **MEET**
ME --

-- **TOMORROW**
NIGHT --

-- **STATE**
UNIVERSITY --

-- **MIDNIGHT** --

And then he
was **GONE!**

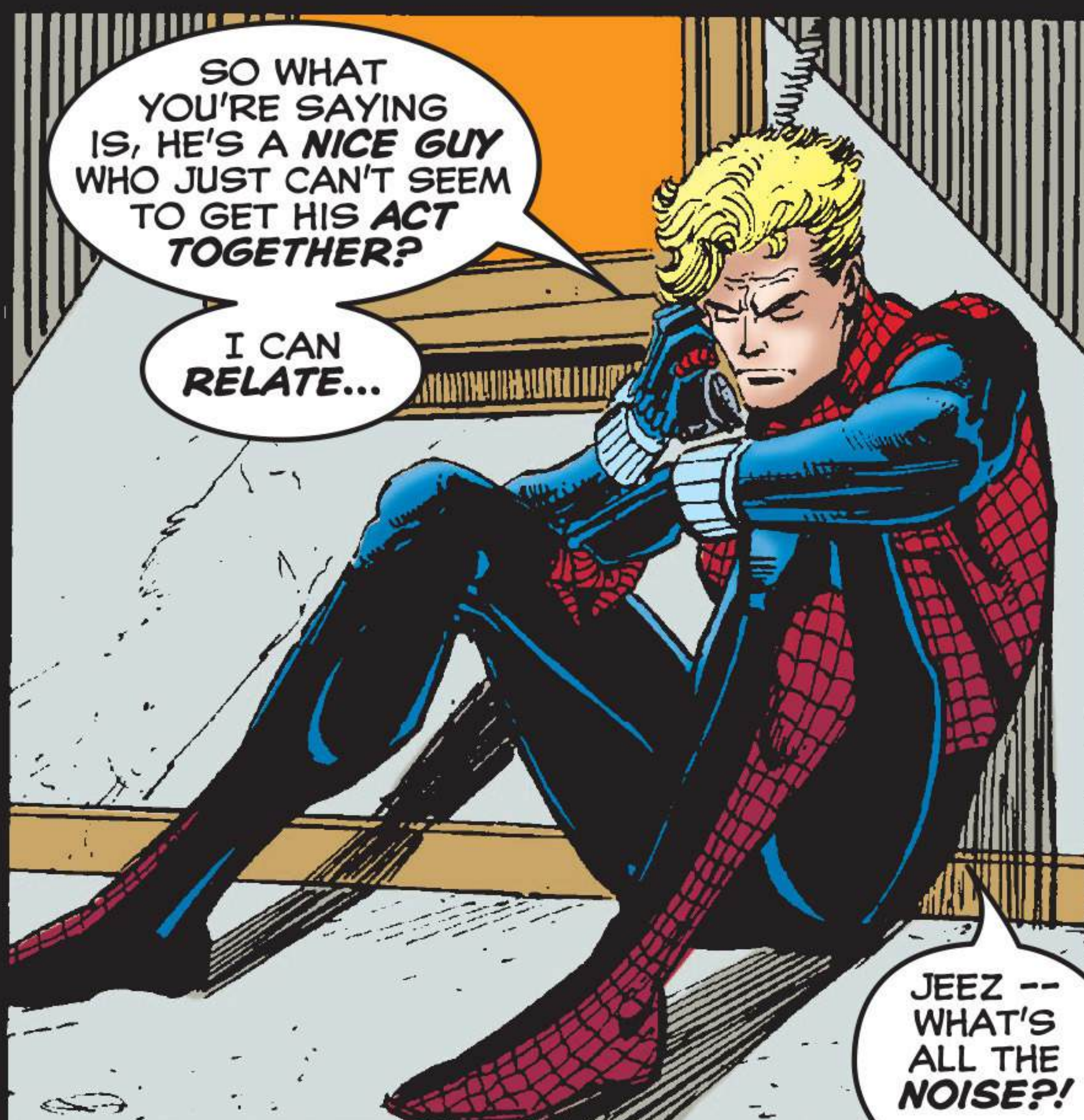




LOOK
OUT FOR
MY --

OOPS!

ARVAD
SEEMS OKAY,
BUT... HE HAS A
HABIT OF FALLING
IN WITH THE
WRONG CROWD...
BLACKMAILED...
MANIPULATED...



SO WHAT
YOU'RE SAYING
IS, HE'S A **NICE GUY**
WHO JUST CAN'T SEEM
TO GET HIS **ACT**
TOGETHER?

I CAN
RELATE...

JEEZ --
WHAT'S
ALL THE
NOISE?!

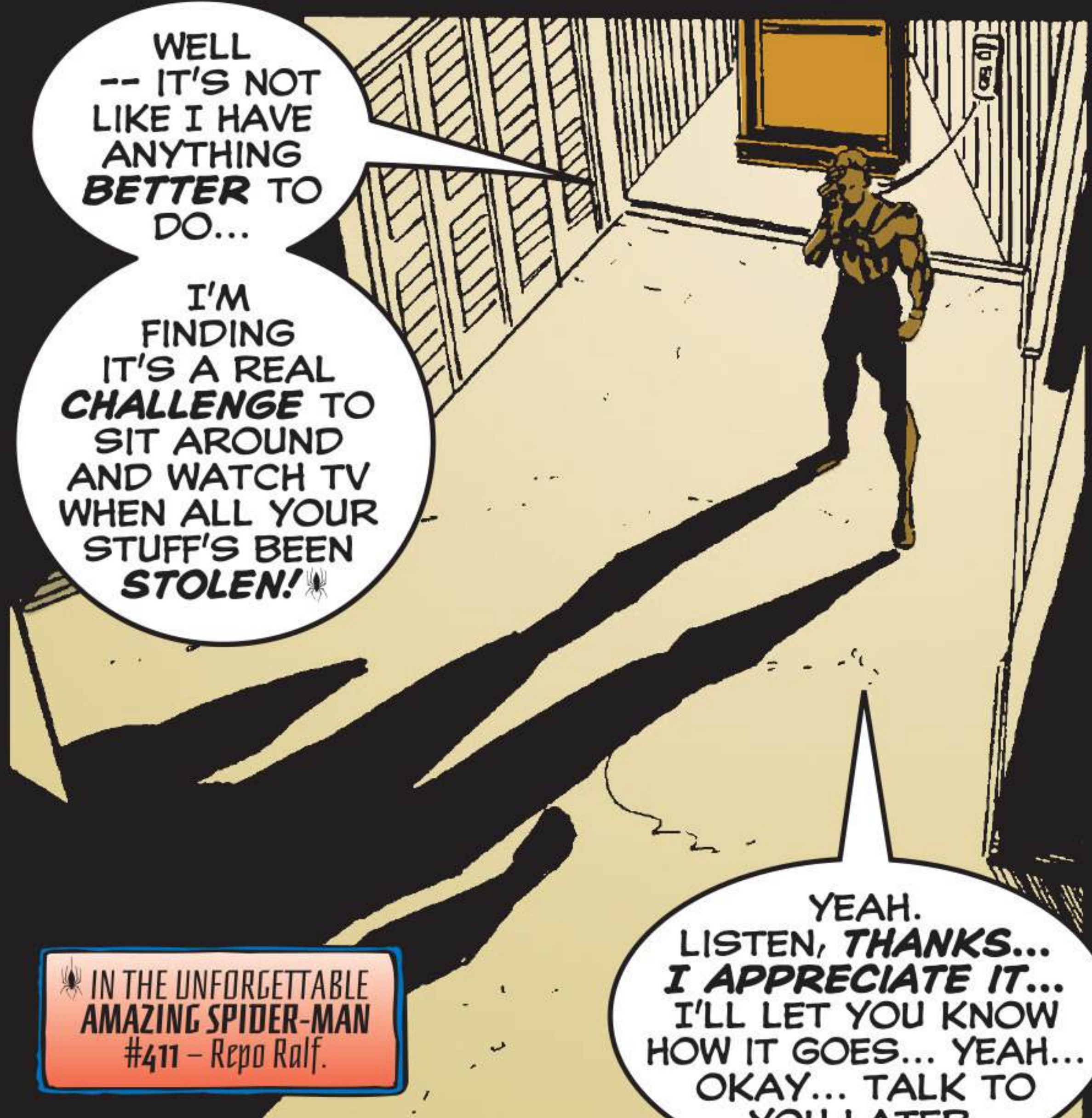


OBOY,
OBOY!

OUT!
OUT! OUT!
URICH! I DON'T
CARE IF THIS KID
IS YOUR NEPHEW --
HE'S **GREEN!**
KEEP HIM OUT
OF MY --

JUST
YOUR TYPICAL
DAY AT THE DAILY
BUGLE. WE'RE ABOUT TO
SACRIFICE ANOTHER
INTERN TO THE **GOD OF**
JOURNALISTIC
INTEGRITY.

SO --
YOU GONNA
HELP ARVAD?



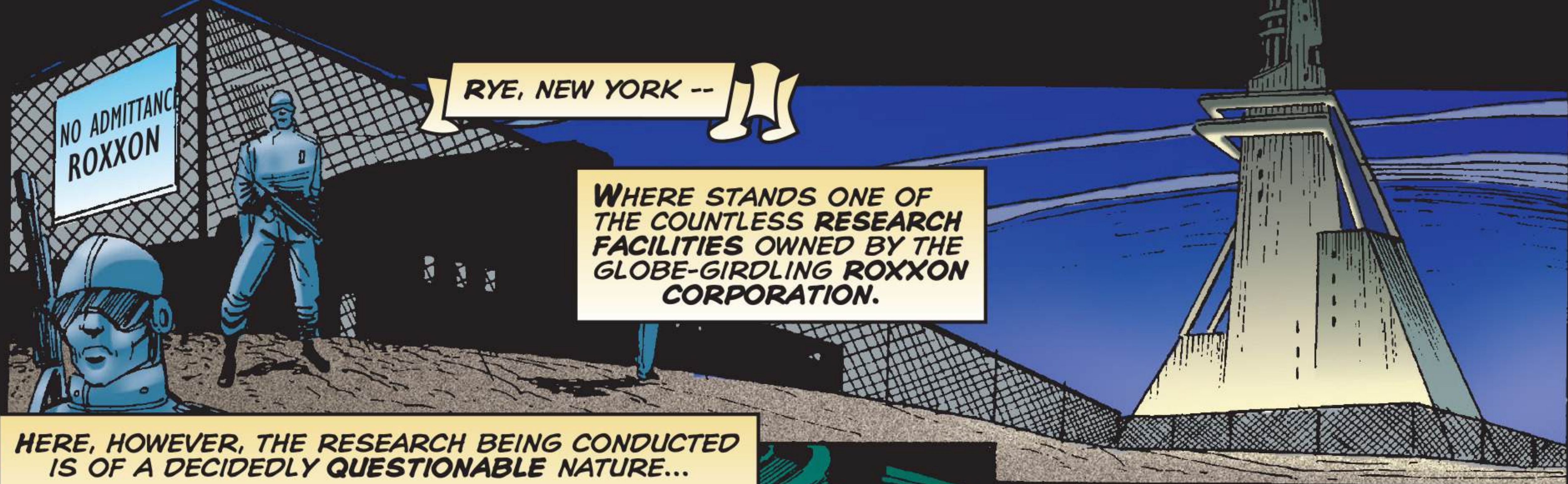
WELL
-- IT'S NOT
LIKE I HAVE
ANYTHING
BETTER TO
DO...

I'M
FINDING
IT'S A REAL
CHALLENGE TO
SIT AROUND
AND WATCH TV
WHEN ALL YOUR
STUFF'S BEEN
STOLEN!

YEAH.
LISTEN, **THANKS...**
I APPRECIATE IT...
I'LL LET YOU KNOW
HOW IT GOES... YEAH...
OKAY... TALK TO
YOU LATER.



I JUST
HOPE I CAN
HELP WISP OUT
OF TROUBLE
WITHOUT GETTING
ME **INTO** IT!



RYE, NEW YORK --

WHERE STANDS ONE OF THE COUNTLESS RESEARCH FACILITIES OWNED BY THE GLOBE-GIRDLING ROXXON CORPORATION.

HERE, HOWEVER, THE RESEARCH BEING CONDUCTED IS OF A DECIDEDLY QUESTIONABLE NATURE...

...AS THE INSIDIOUS Dr. JONAS HARROW OVERSEES THE FINAL STAGES OF A PROJECT BOTH COVERT... AND CORRUPT.

WHEN ROXXON AGREED TO BACK THIS **VENTURE** OF YOURS, HARROW, IT WAS WITH THE UNDERSTANDING THAT WE WOULD HAVE SOME **RESULTS** BY NOW.

PERHAPS WE WERE **WRONG** IN BELIEVING THAT **YOU** COULD SEE THIS PROJECT TO **FRUITION**.

PLEASE, GENTLEMEN -- I **ASSURE** YOU...

...EVERYTHING PROCEEDS **APACE**. ROXXON'S **DESIRE** TO CREATE AN ARMY OF COMPLETELY **AUTOMATED SOLDIERS** IS WITHIN OUR **GRASP!**

BUT IT'S THE **ACQUISITION** OF THE EXTENSIVE **TECHNICAL INFORMATION** THAT WILL TAKE THE MAJORITY OF OUR TIME...

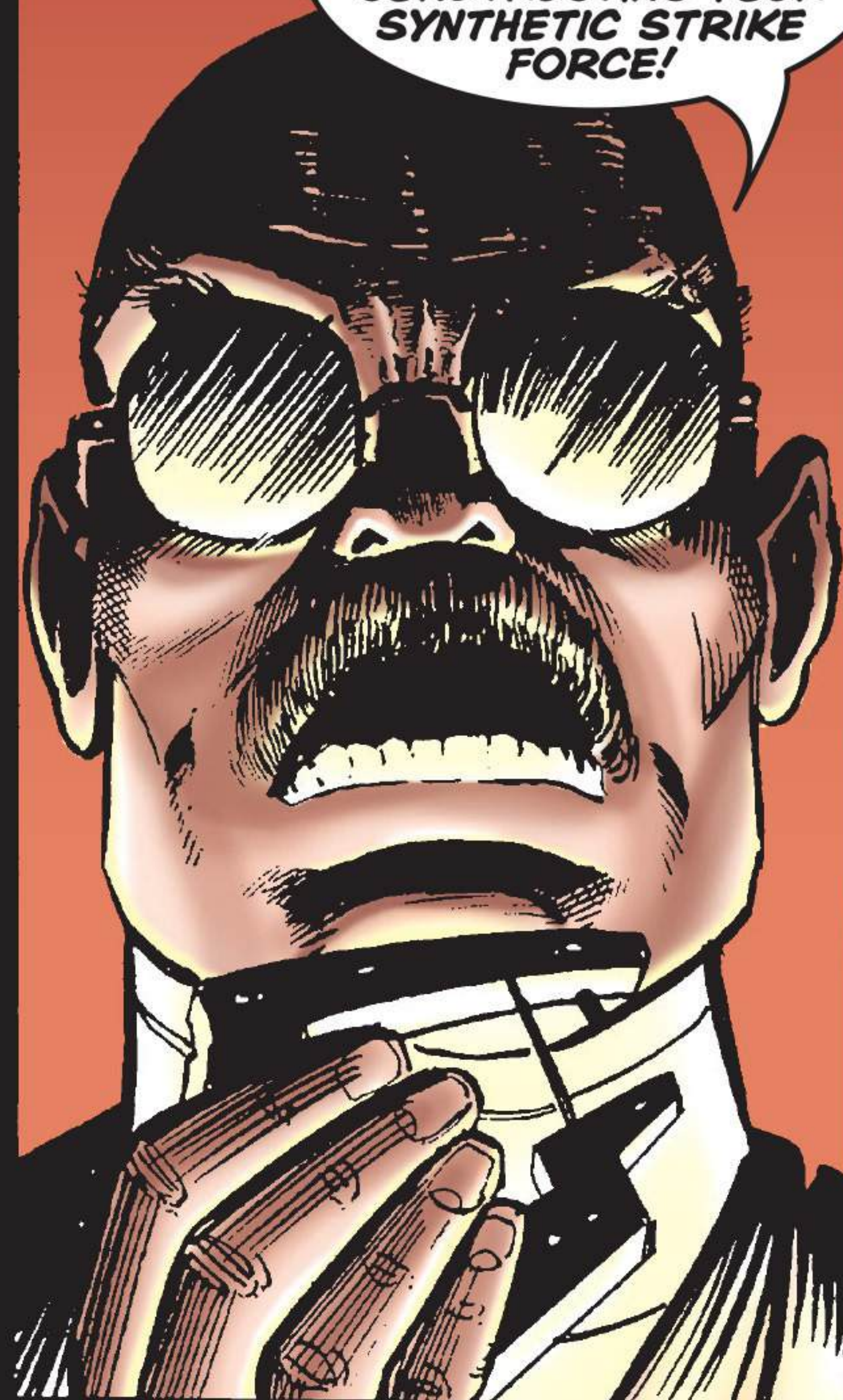
.. AND **PATIENCE**.

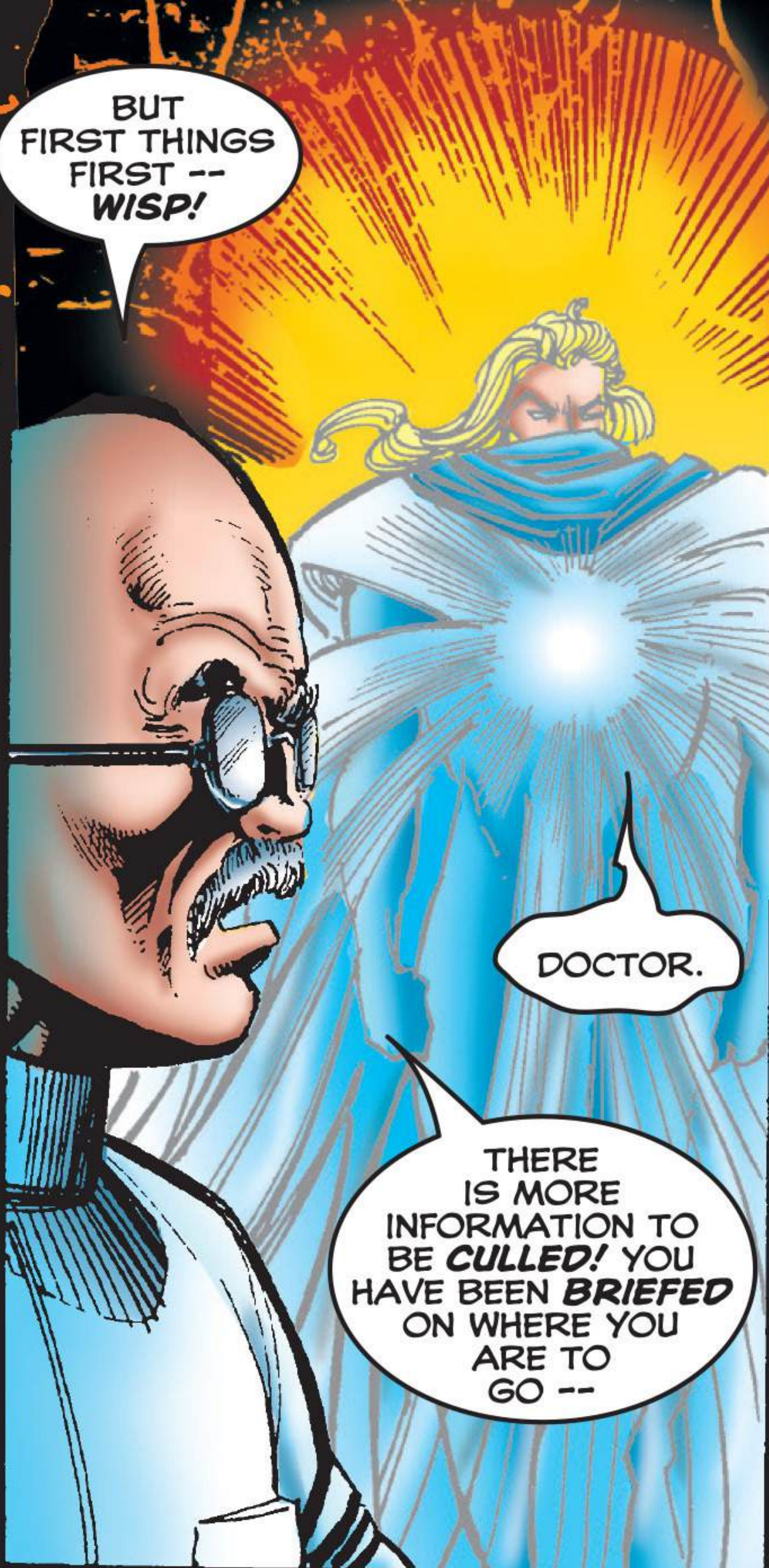
WHEN, HARROW?!



DAYS! ONCE WE'VE **PROCURED** OUR ULTIMATE DATA -- OUR **HOLY GRAIL**, IF YOU WILL --

-- WE'LL BE ABLE TO UNLOCK THE **FINAL ANSWERS** AND BEGIN CONSTRUCTING YOUR **SYNTHETIC STRIKE FORCE!**





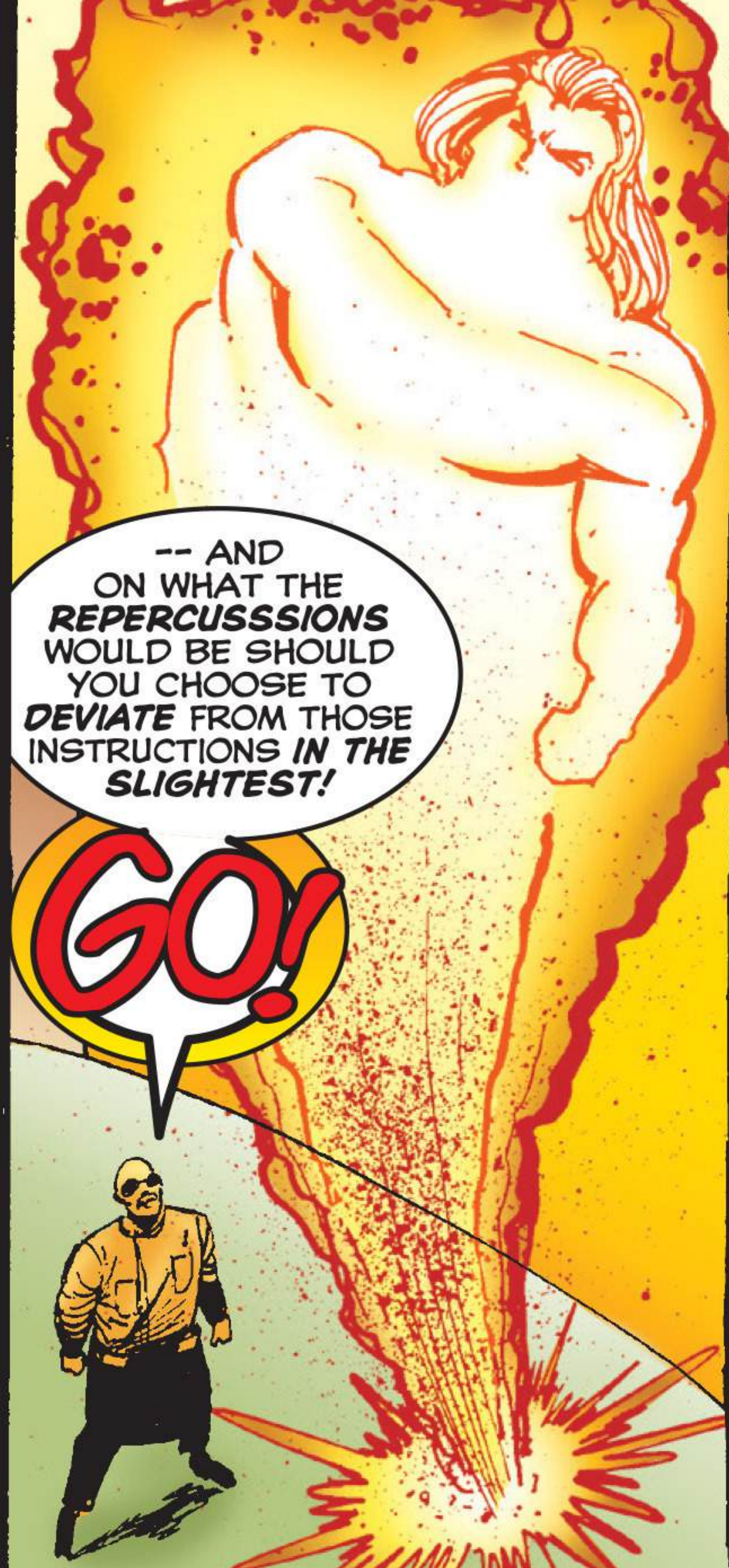
BUT
FIRST THINGS
FIRST --
WISP!

DOCTOR.

THERE
IS MORE
INFORMATION TO
BE **CULLED!** YOU
HAVE BEEN **BRIEFED**
ON WHERE YOU
ARE TO
GO --



-- ON
WHAT YOU
ARE TO
DO --



-- AND
ON WHAT THE
REPERCUSSIONS
WOULD BE SHOULD
YOU CHOOSE TO
DEVIATE FROM THOSE
INSTRUCTIONS IN THE
SLIGHTEST!

GO!



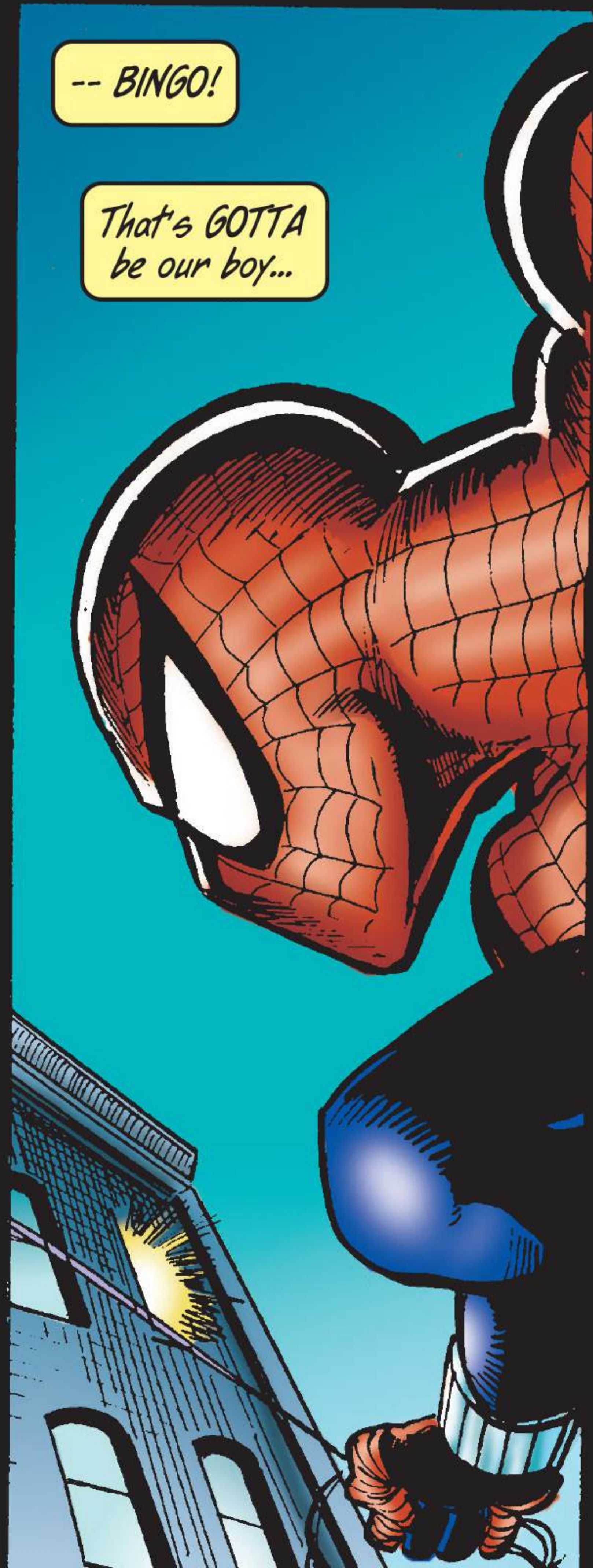
STATE UNIVERSITY --

-- AROUND
MIDNIGHT.

Maybe the Wisp was just
JERKIN' my WEB...

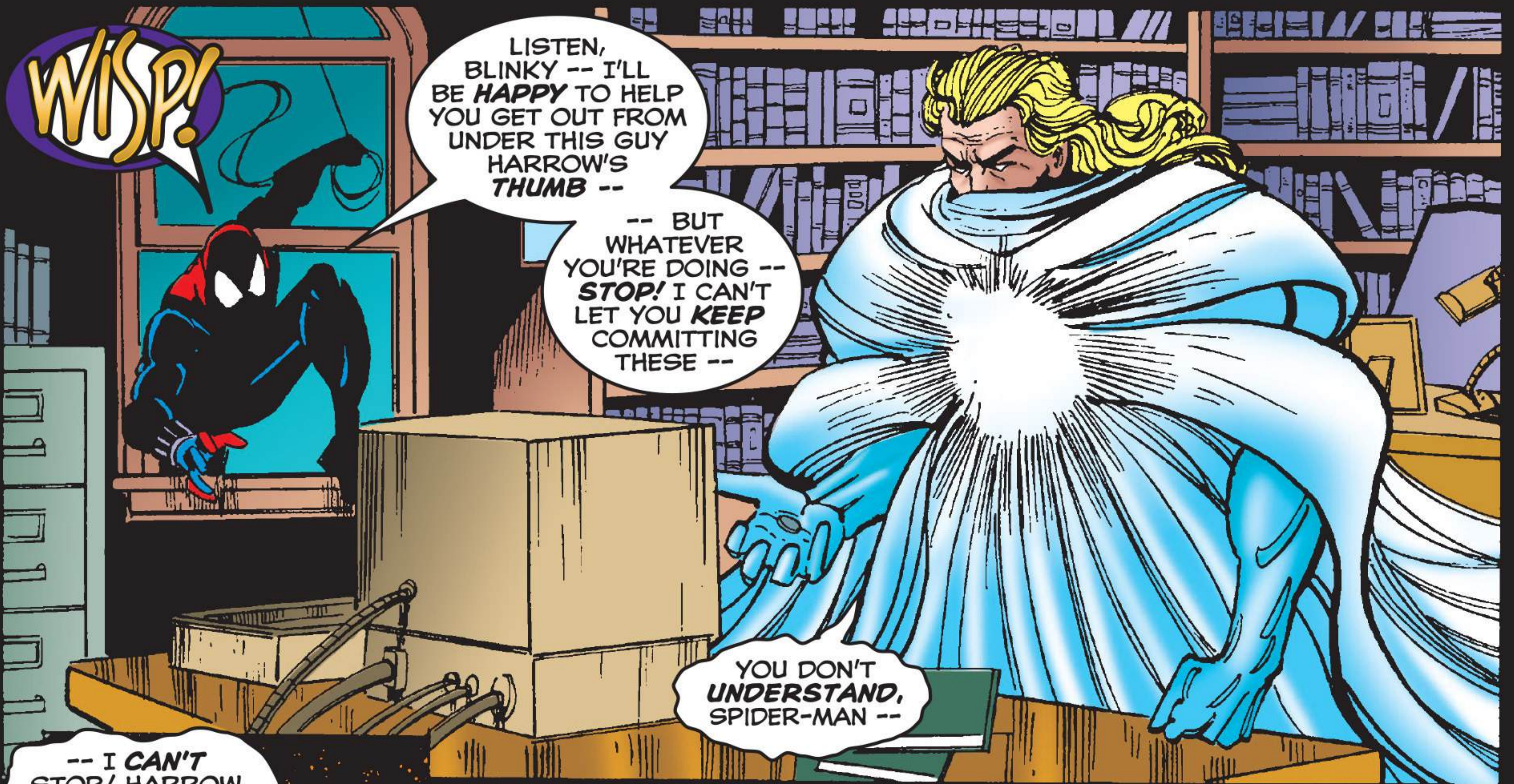
... 'cause it's a little
after **TWELVE**, I've
crisscrossed the
campus a couple of
times now --

-- and though he didn't say
exactly **WHERE** he'd b --



-- **BINGO!**

That's **GOTTA**
be our boy...



LISTEN, BINKY -- I'LL BE **HAPPY** TO HELP YOU GET OUT FROM UNDER THIS GUY HARROW'S **THUMB** --

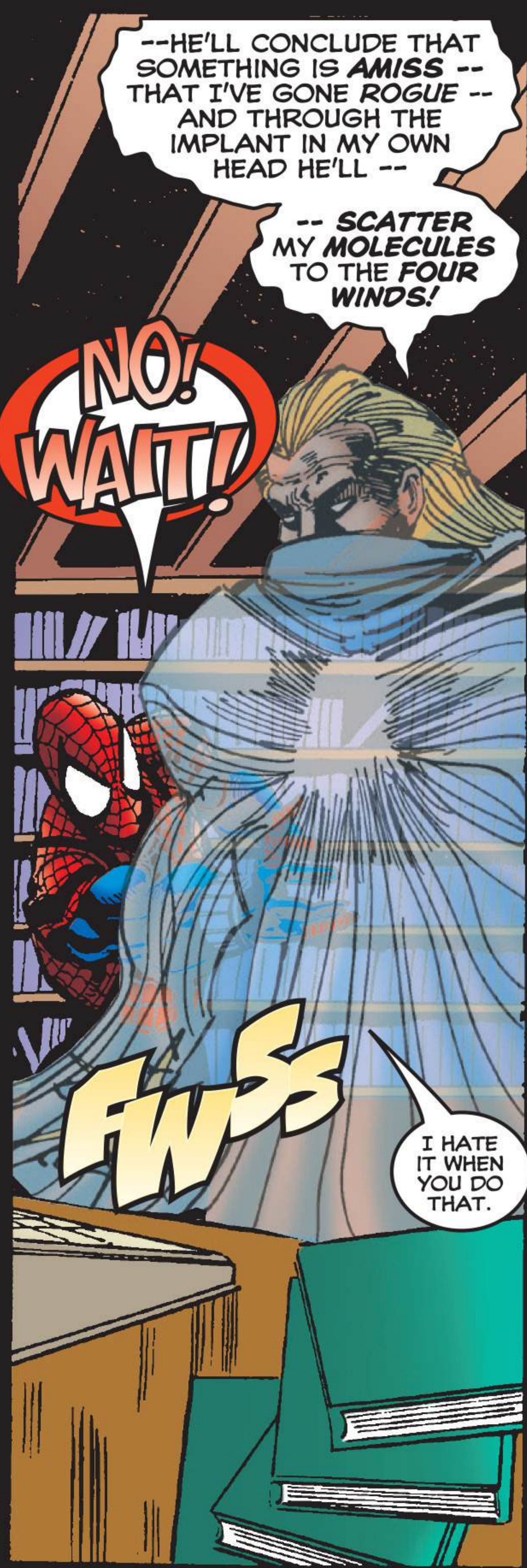
-- BUT WHATEVER YOU'RE DOING -- **STOP!** I CAN'T LET YOU **KEEP** COMMITTING THESE --

YOU DON'T **UNDERSTAND**, SPIDER-MAN --



-- I **CAN'T** STOP! HARROW HAS EACH OF THESE **EXERCISES** CALCULATED TO THE **SECOND!**

SHOULD I **FAIL** TO INSTALL THIS **OVERRIDE** COMPONENT WITHIN THE **TIME** **ALLOTTED** --



--HE'LL CONCLUDE THAT SOMETHING IS **AMISS** -- THAT I'VE GONE **ROGUE** -- AND THROUGH THE **IMPLANT** IN MY OWN **HEAD** HE'LL --

-- **SCATTER** MY **MOLECULES** TO THE **FOUR** **WINDS!**

NO!
WAIT!

I **HATE** IT WHEN YOU DO THAT.



I'M **SORRY**, SPIDER-MAN, BUT AS YOU CAN SEE, FOR MY OWN **CONTINUED** **SURVIVAL** --

-- I **MUST** DO THIS!

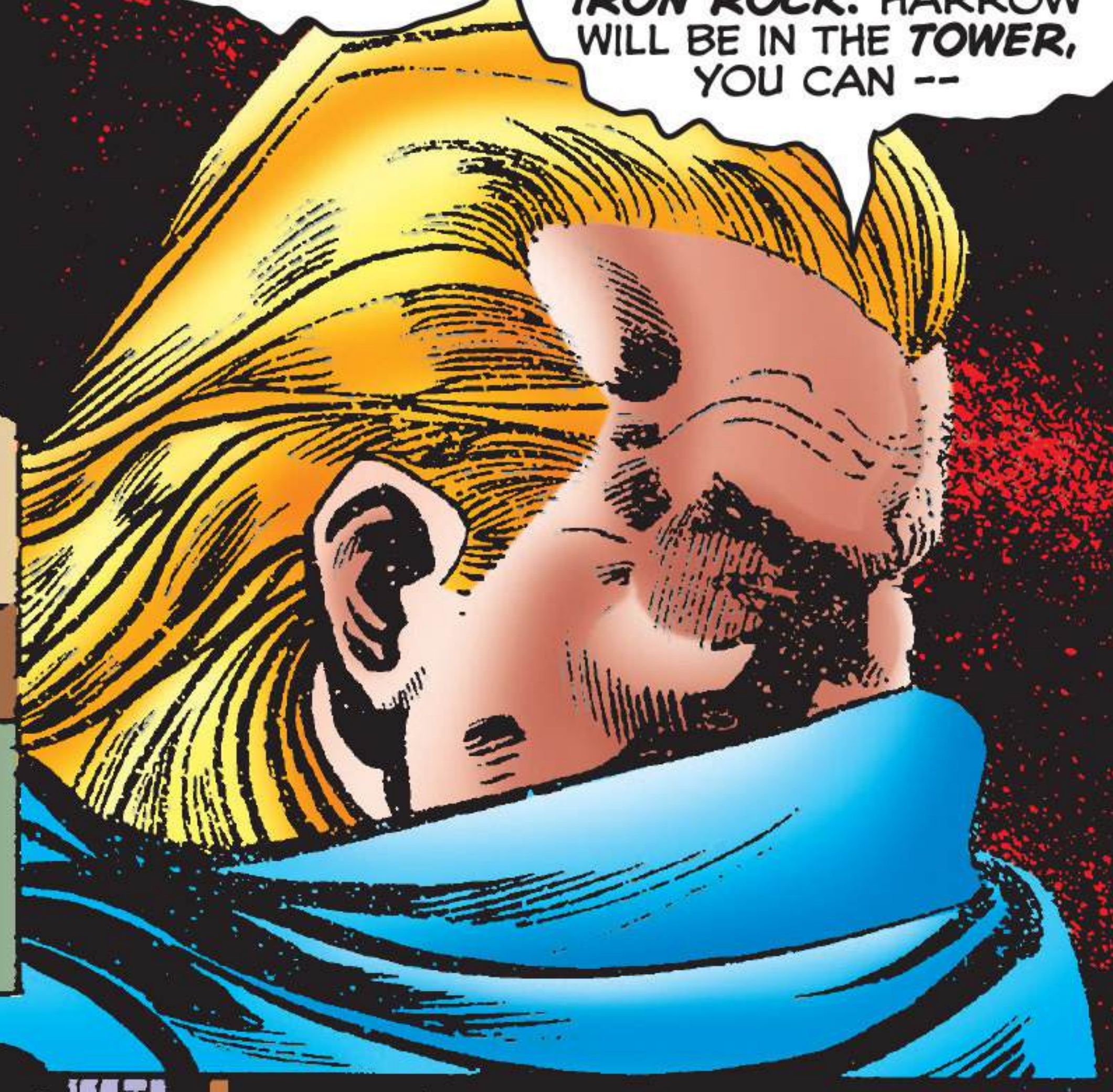
YEAH, YEAH. OKAY. BUT HOW CAN I **HELP** YOU?!



HIS **BASE** IS AT THE ROXXON FACILITY IN RYE. YOUR BEST CHANCE TO CATCH HIM **UNAWARES** WOULD BE WHILE I AM **OUT** DOING HIS **BIDDING**.

I'M TO RUN ONE **FINAL MISSION** TOMORROW NIGHT, AT 1:00 AM, AT **IRON ROCK**. HARROW WILL BE IN THE **TOWER**, YOU CAN --

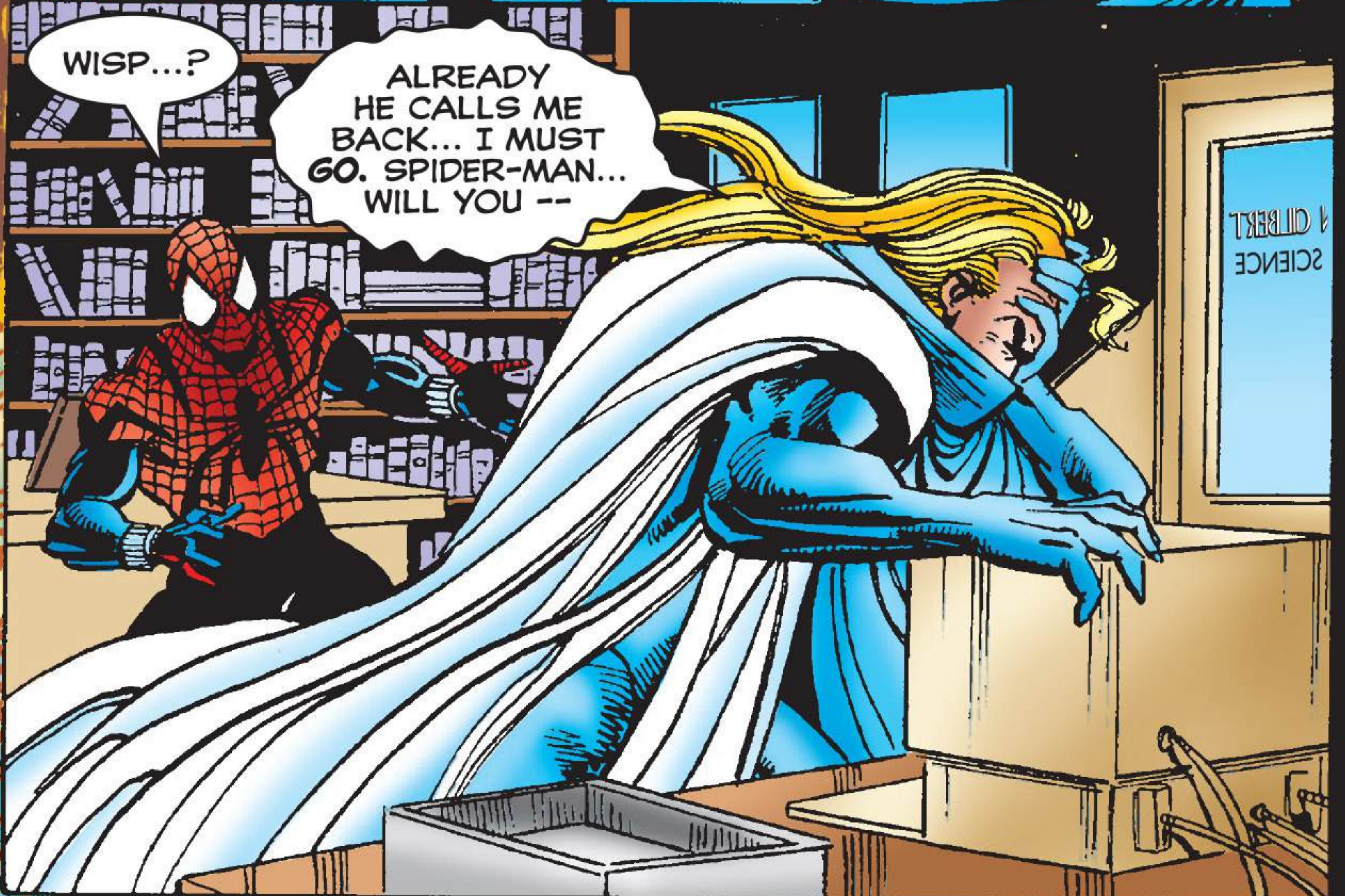
IF YOU WERE ABLE TO **WREST** THE DEVICE AWAY FROM HIM, WE COULD **DESTROY** IT, AND BREAK HIS LONG-STANDING **HOLD** OVER ME!



WEEAAH!

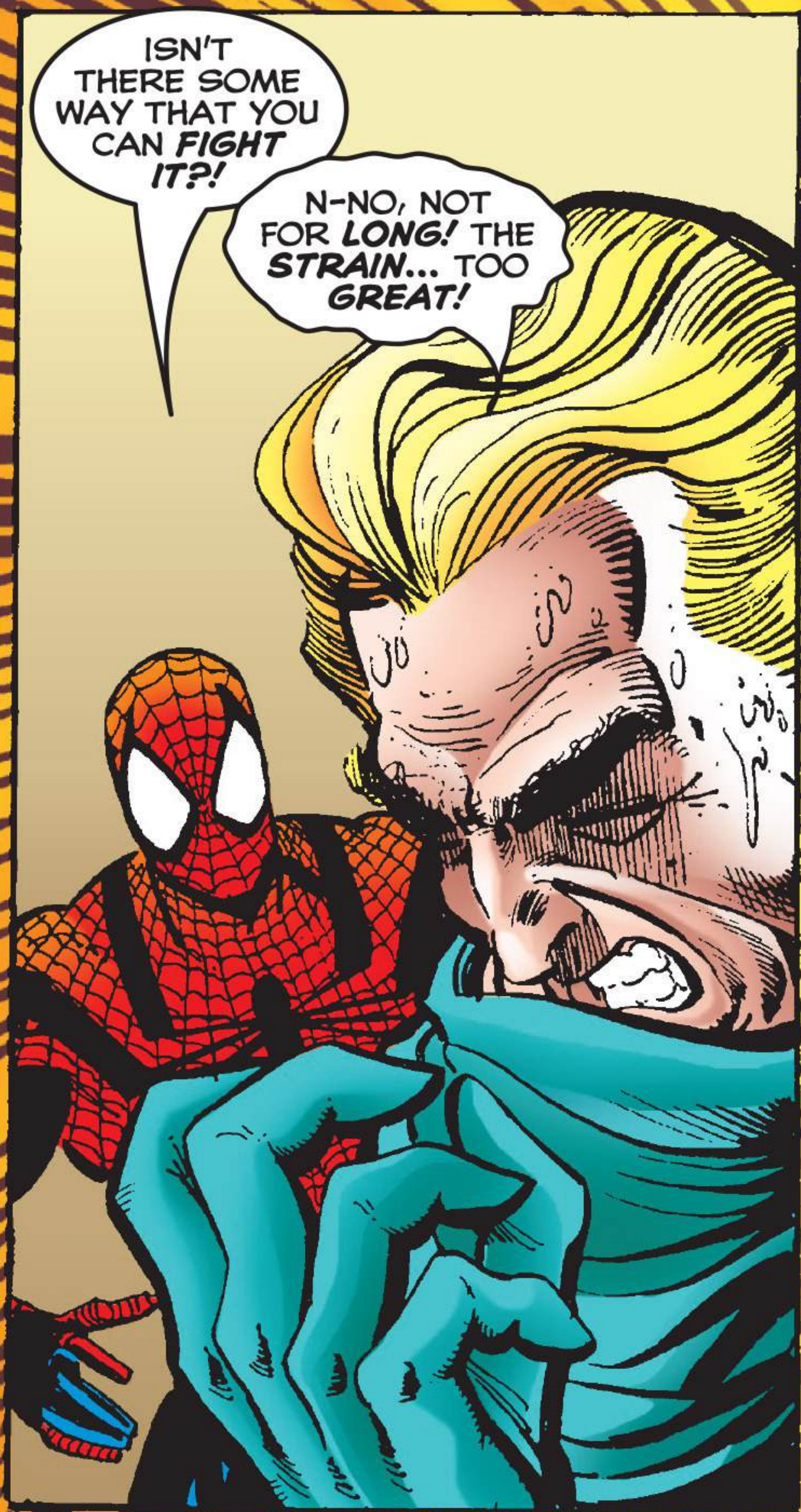


WISP...?
ALREADY HE CALLS ME BACK... I MUST GO. SPIDER-MAN... WILL YOU --



HEY!
HEY, WHO'S IN THERE?!





ISN'T THERE SOME WAY THAT YOU CAN FIGHT IT?!

N-NO, NOT FOR LONG! THE STRAIN... TOO GREAT!



I MUST GO...

...I HOPE YOU'LL SEE FIT...

...TO HELP ME...

Whoa! That's BRIGHT!

Gotta tell Wisp to WARN ME when he's gonna --



Huh?!

I can watch SPARKY pull a FADE in the TINTED SCREEN of the computer he just TAPPED INTO!

MOLECULAR DISPERSION is COOL.



And it looks like the last thing to LEAVE --

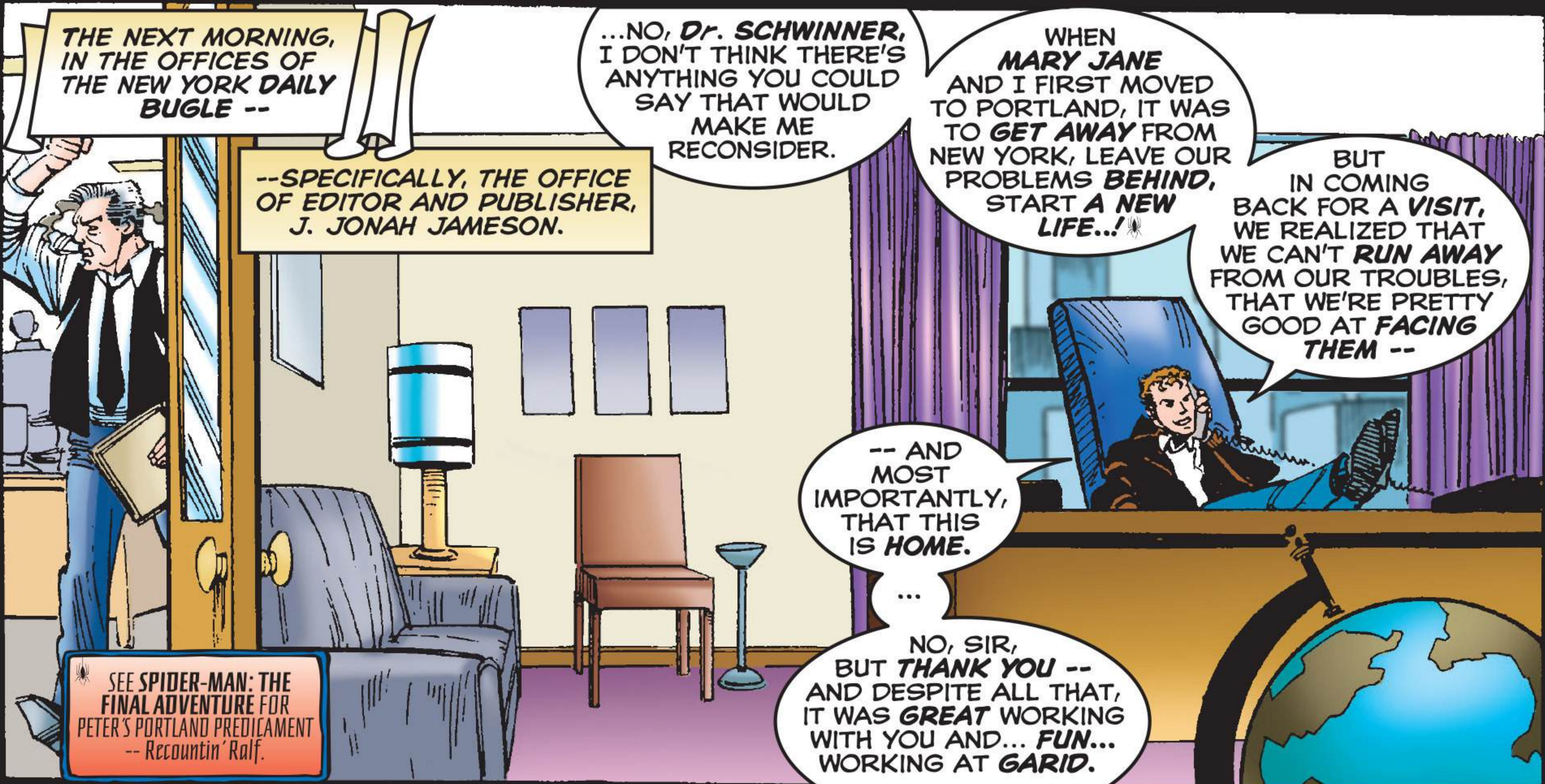
-- is Harrow's implant!

OKAY! I'M COMING --

INTERESTING.



-- IN...?!



**IRON
ROCK.**

**A VERITABLE FORTRESS
HEWN INTO THE CLIFFS
OF THE NEW JERSEY
PALISADES --**

**-- THIS MEGA-MAXIMUM SECURITY
GOVERNMENT INSTALLATION ACTS
AS ONE OF THE MANY STORAGE
FACILITIES FOR SOME OF OUR NATION'S
MOST DANGEROUS SECRETS.**

**BURIED BENEATH
THESE WALLS OF
STEEL AND
GRANITE --**

**-- ARE SOME OF THE
COUNTLESS DEVICES,
COSTUMES, AND
WEAPONRY CONFISCATED
OVER THE YEARS FROM
THAT ELITE GROUP
KNOWN AS SUPER-VILLAINS.**

Well, they've got **THIS
PLACE** covered!

Anybody trying to
BREAK IN here
**WOULDN'T STAND
A CHANCE!**

Unless they had my spider-like **AGILITY** to dodge the **LASERS** --

-- and a little
WEBBING --

-- to make sure the
CAMERA'S looking
the **OTHER WAY!**

One spidery LEAP...

... and I'm IN!
Hey, I should
write a BOOK...

...HOW TO BREAK INTO
A MAXIMUM SECURITY
GOVERNMENT FACILITY
IN SIX EASY STEPS!

Step One: Get bitten by
a radioactive spider...

Now that I'm in,
though, I've got
to try to find the
WISP -- FAST --
and stop him
before he --

SPIDER-
MAN! WHAT
ARE YOU DOING
HERE?! YOU'RE
SUPPOSED
TO BE --

WISP --
WAIT!

I THINK
I'VE FIGURED
OUT A **BETTER** WAY
TO GET YOU OFF
HARROW'S
LEASH!

BUT
THIS IS THE
LAST --

LISTEN! WHEN WE WERE
AT **STATE**, I NOTICED
THAT THE LAST PART OF
YOU TO **DISSIPATE**
WAS **HARROW'S**
IMPLANT!

YOU ARE IN
COMPLETE CONTROL
OF EVERY **MOLECULE**
IN YOUR BODY...

...SO WHY COULDN'T
YOU **ISOLATE** THE
IMPLANT -- MAKE
THE REST OF YOU
INTANGIBLE --

-- SO
I COULD
JUST... **REACH**
IN... AND
GRAB
IT!

IT...
IT **COULD**
WORK... BUT... IT
WOULD REQUIRE
PERFECT
TIMING...

...AND
TIME IS
SOMETHING
I **DON'T**
HAVE!

IF
ONLY
YOU HAD
STUCK
TO THE
PLAN...

HE WINDS HIS WAY THROUGH A
LABYRINTH OF CORRIDORS --

-- AN INTRICATE NETWORK OF
TUNNELS AND CHAMBERS
BURROWING MILES INTO
THE EARTH --

-- ARRIVING ALMOST
INSTANTLY AT HIS
FINAL DESTINATION --
HIS GOAL --

-- OR MORE APTLY
PUT -- THE GOAL OF
HIS MALEVOLENT
MASTER!

SO THIS
VESSEL
CONTAINS
HARROW'S
ULTIMATE
PRIZE..?

HIS **HOLY**
GRAIL?

35FF

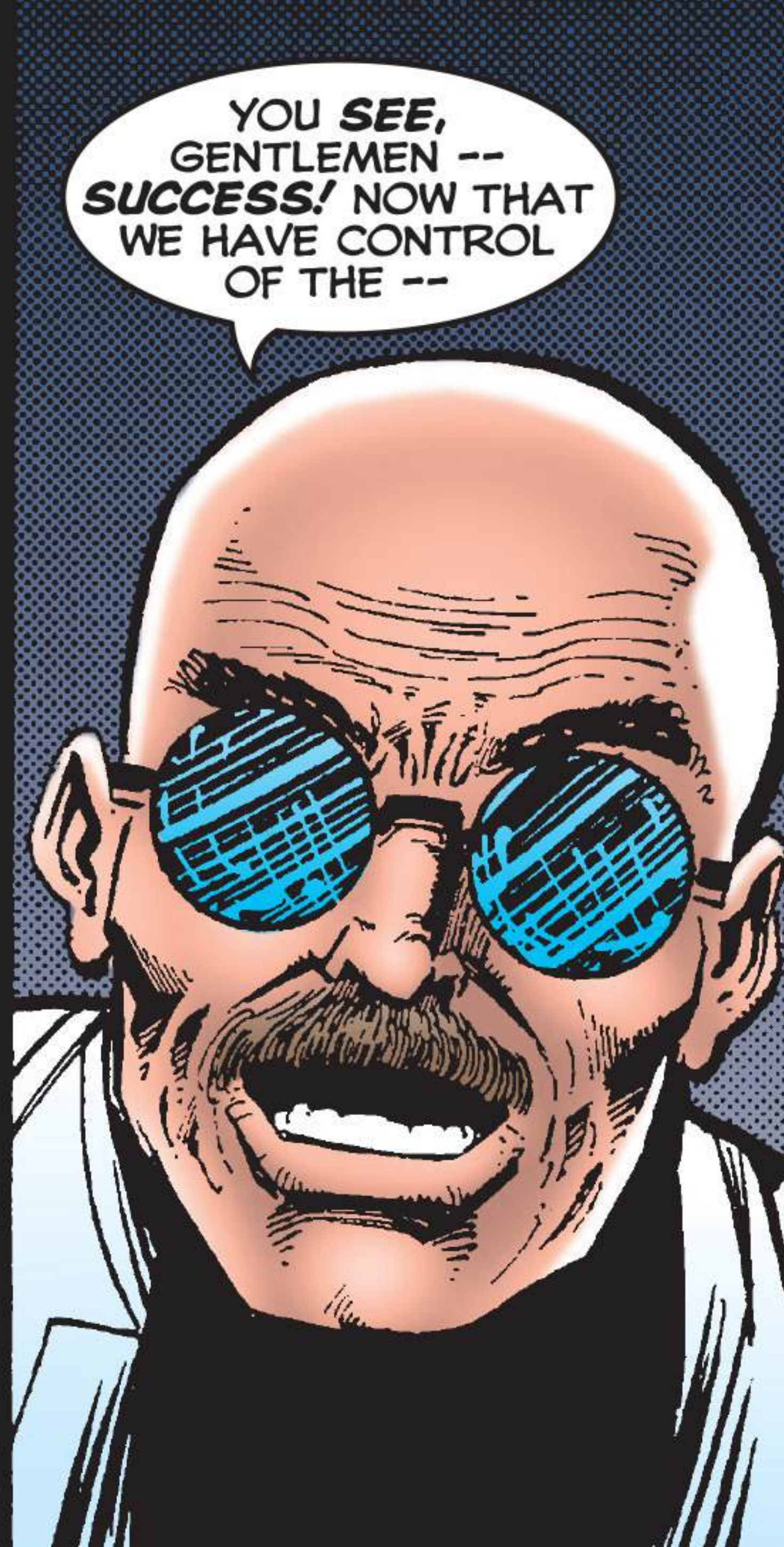
ONCE
I INSTALL THIS
LAST **VERRIDE**
COMPONENT HE'LL
HAVE **ACCESS**
TO ALL THE
INFORMA --

MY...
MY
GOD!

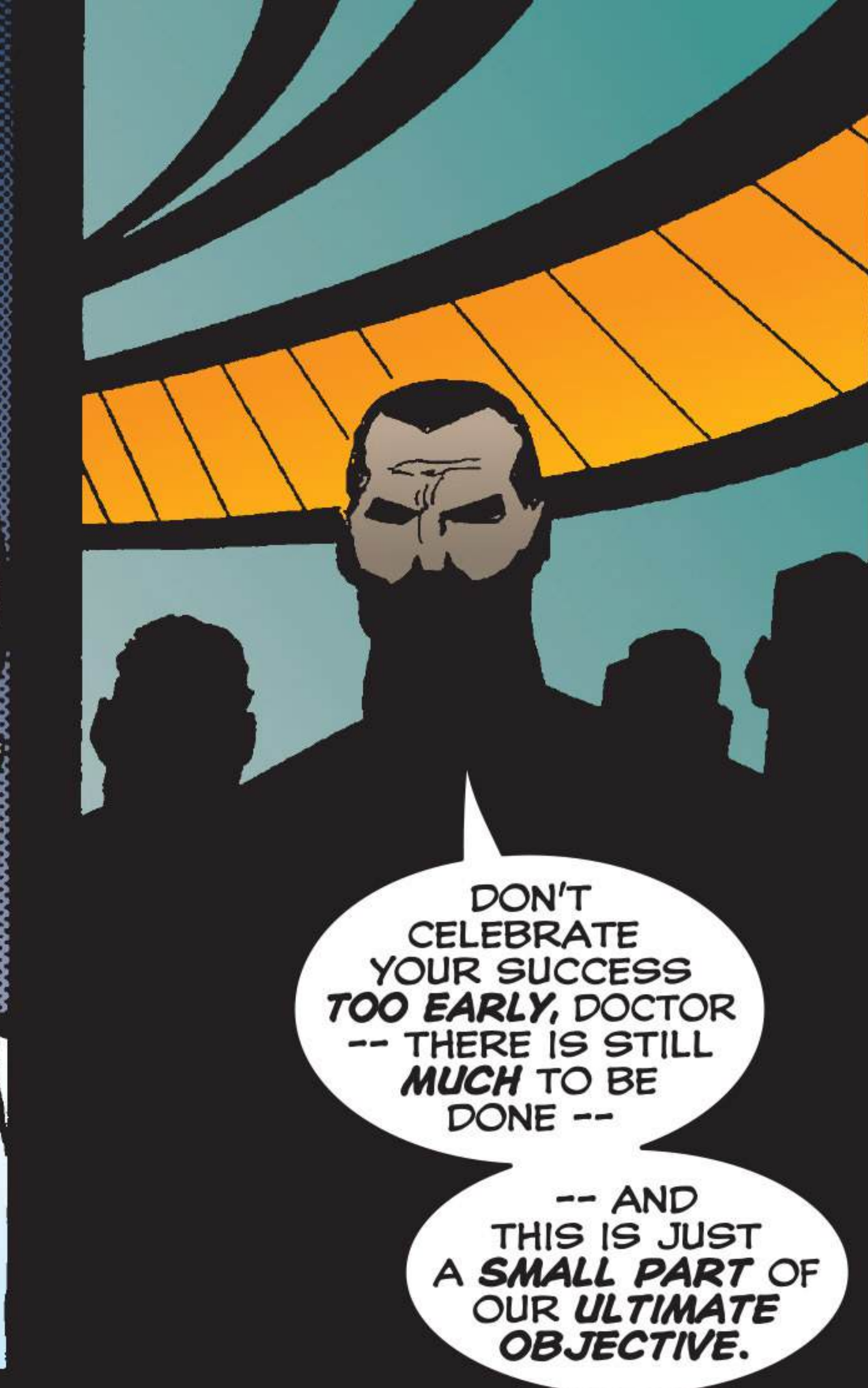


HE'S
DONE IT,
SIR. WE'RE
ON-LINE.

EXCELLENT!



YOU *SEE*,
GENTLEMEN --
SUCCESS! NOW THAT
WE HAVE CONTROL
OF THE --



DON'T
CELEBRATE
YOUR SUCCESS
TOO EARLY, DOCTOR
-- THERE IS STILL
MUCH TO BE
DONE --

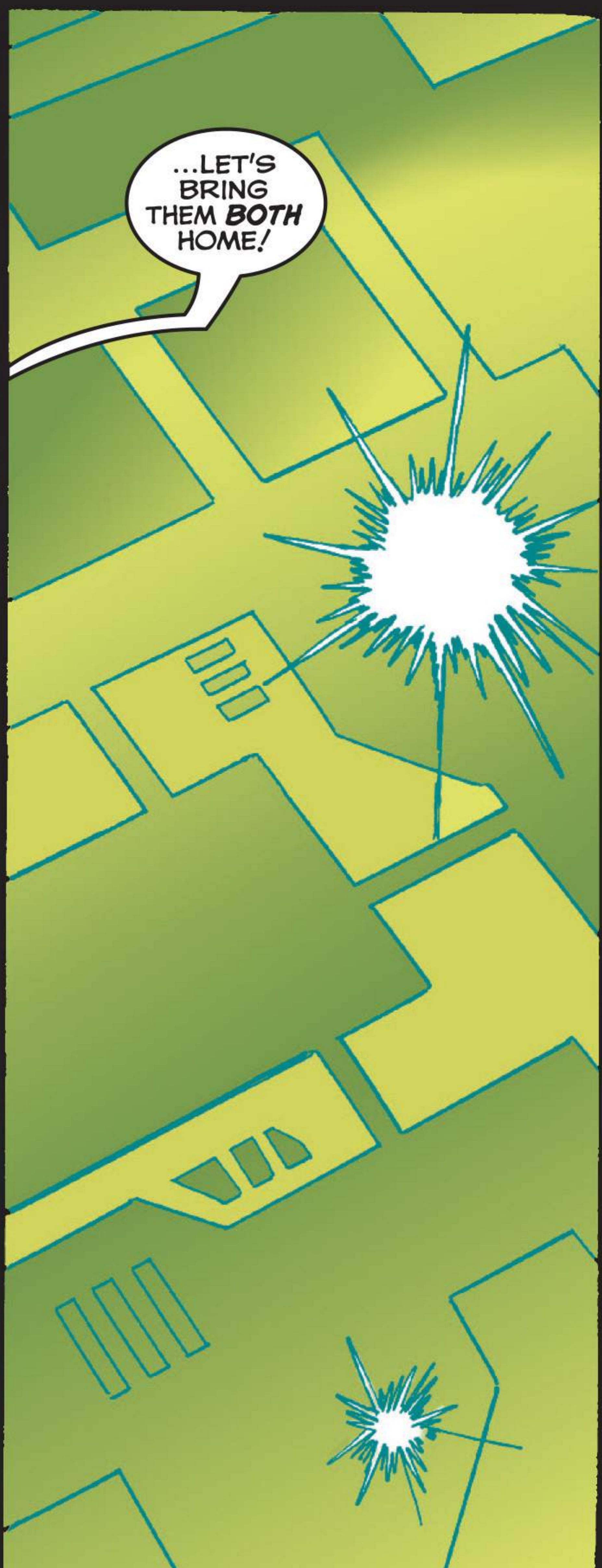
-- AND
THIS IS JUST
A **SMALL PART** OF
OUR **ULTIMATE**
OBJECTIVE.



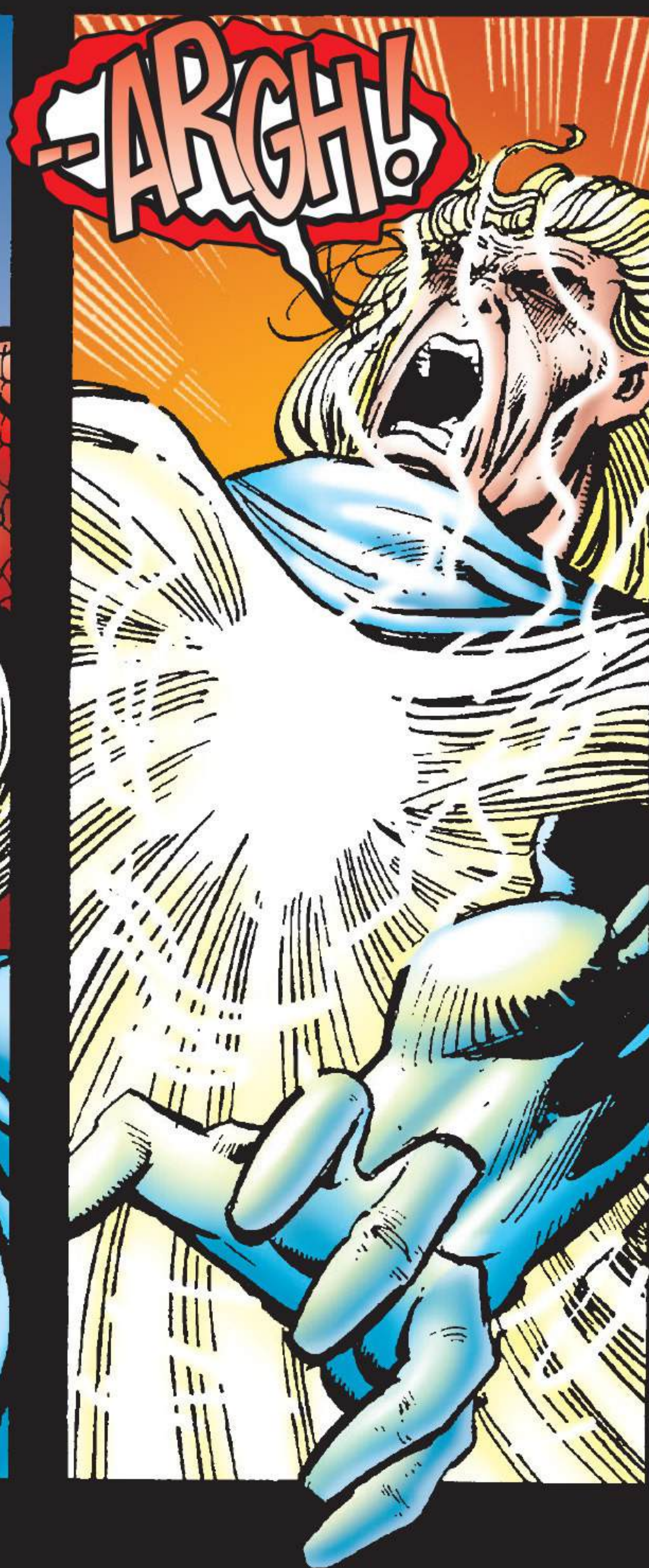
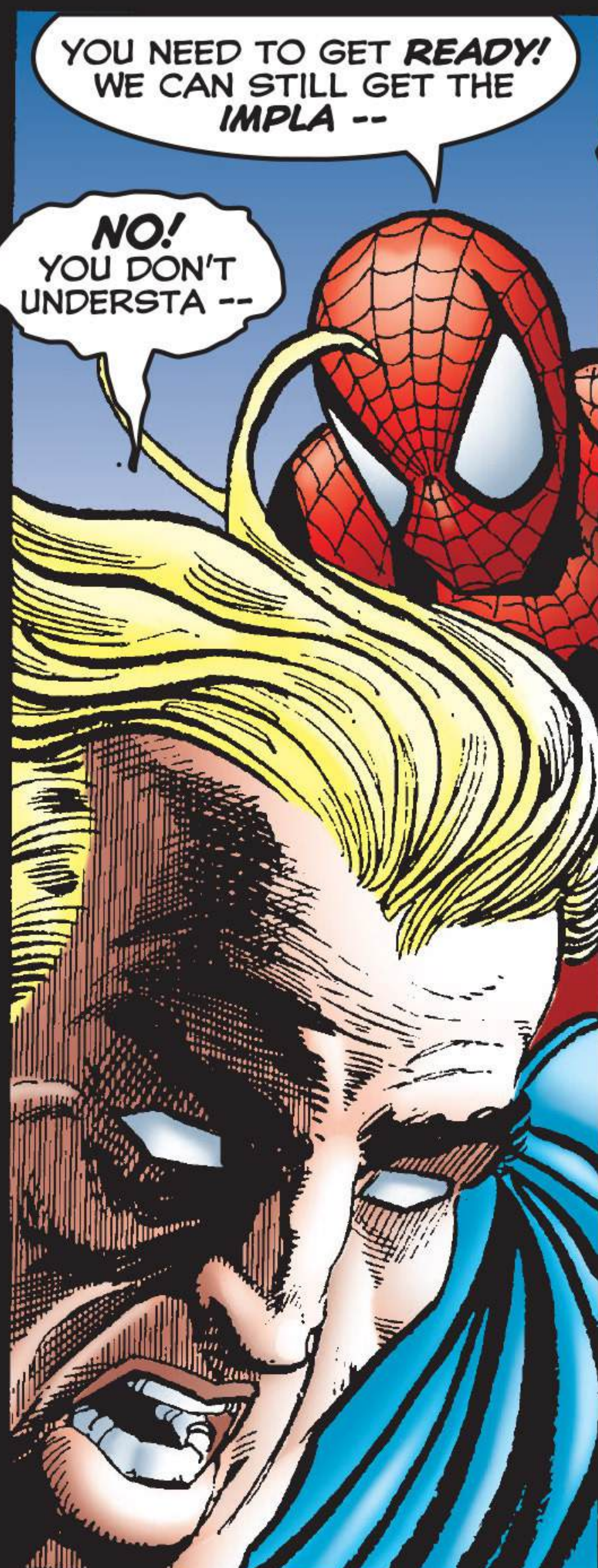
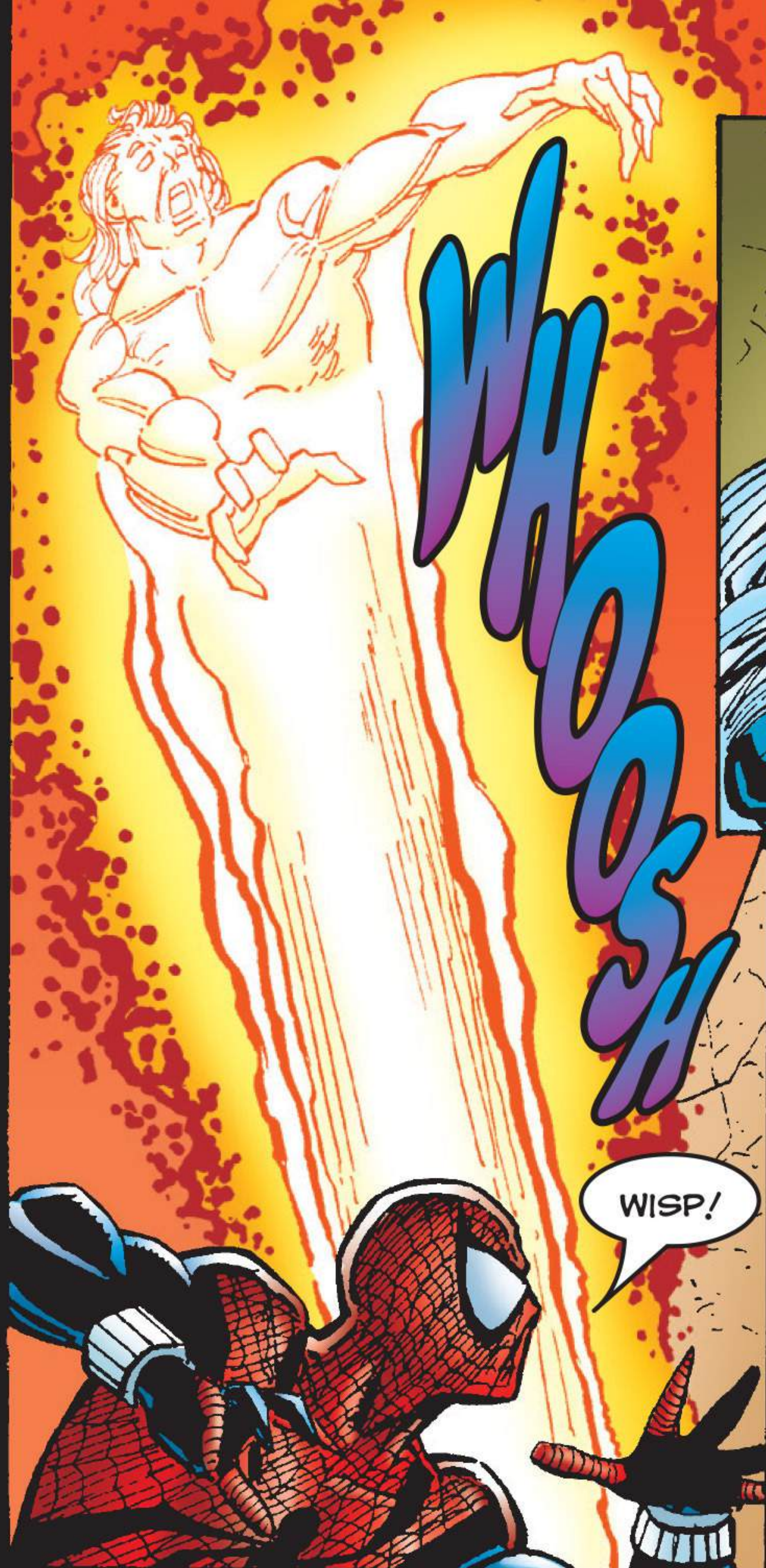
YES...
WELL...

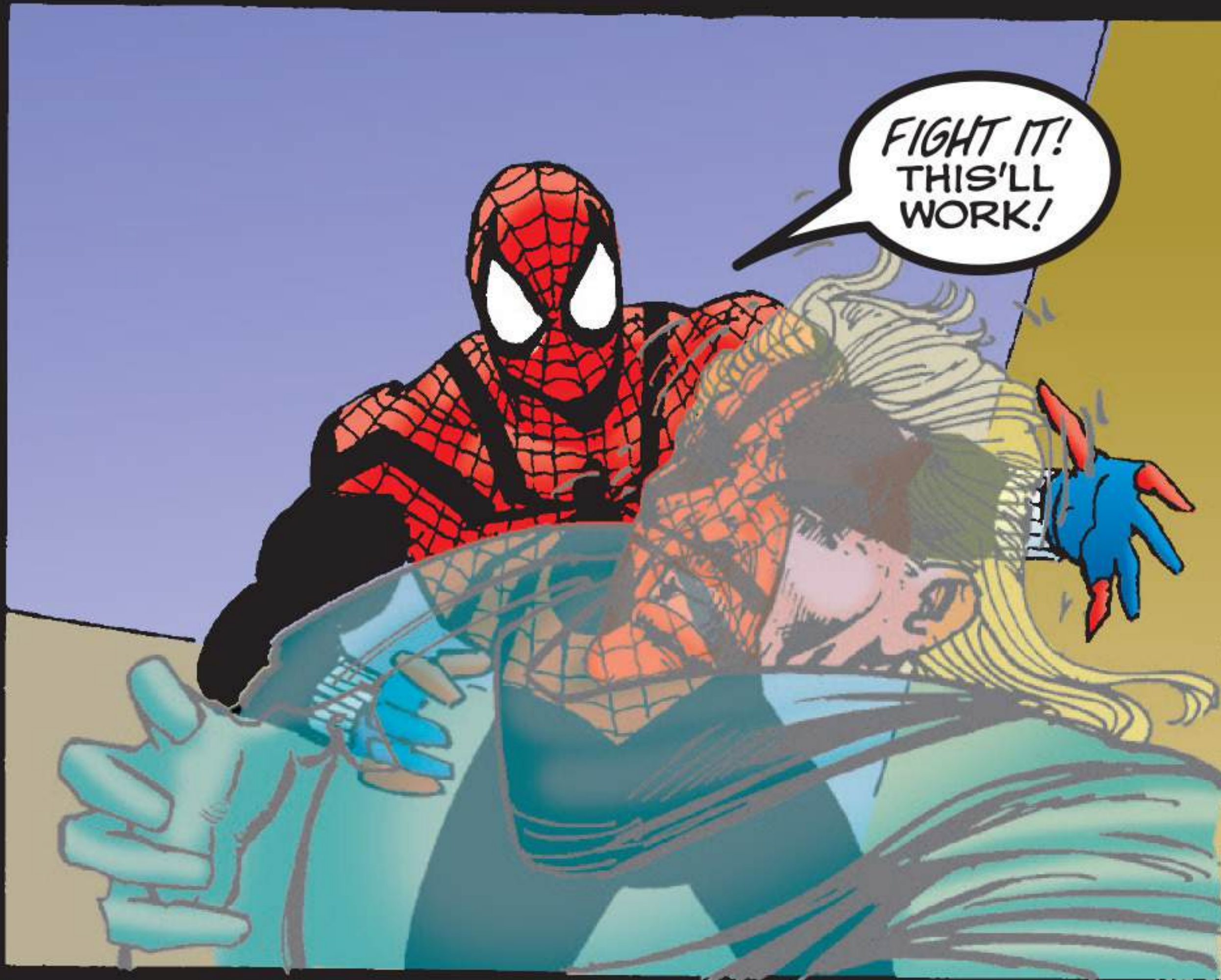
AWAITING
YOUR ORDER
TO **ACTIVATE**,
SIR.

Oh YES,
DAVIS --
BY ALL
MEANS...



...LET'S
BRING
THEM **BOTH**
HOME!





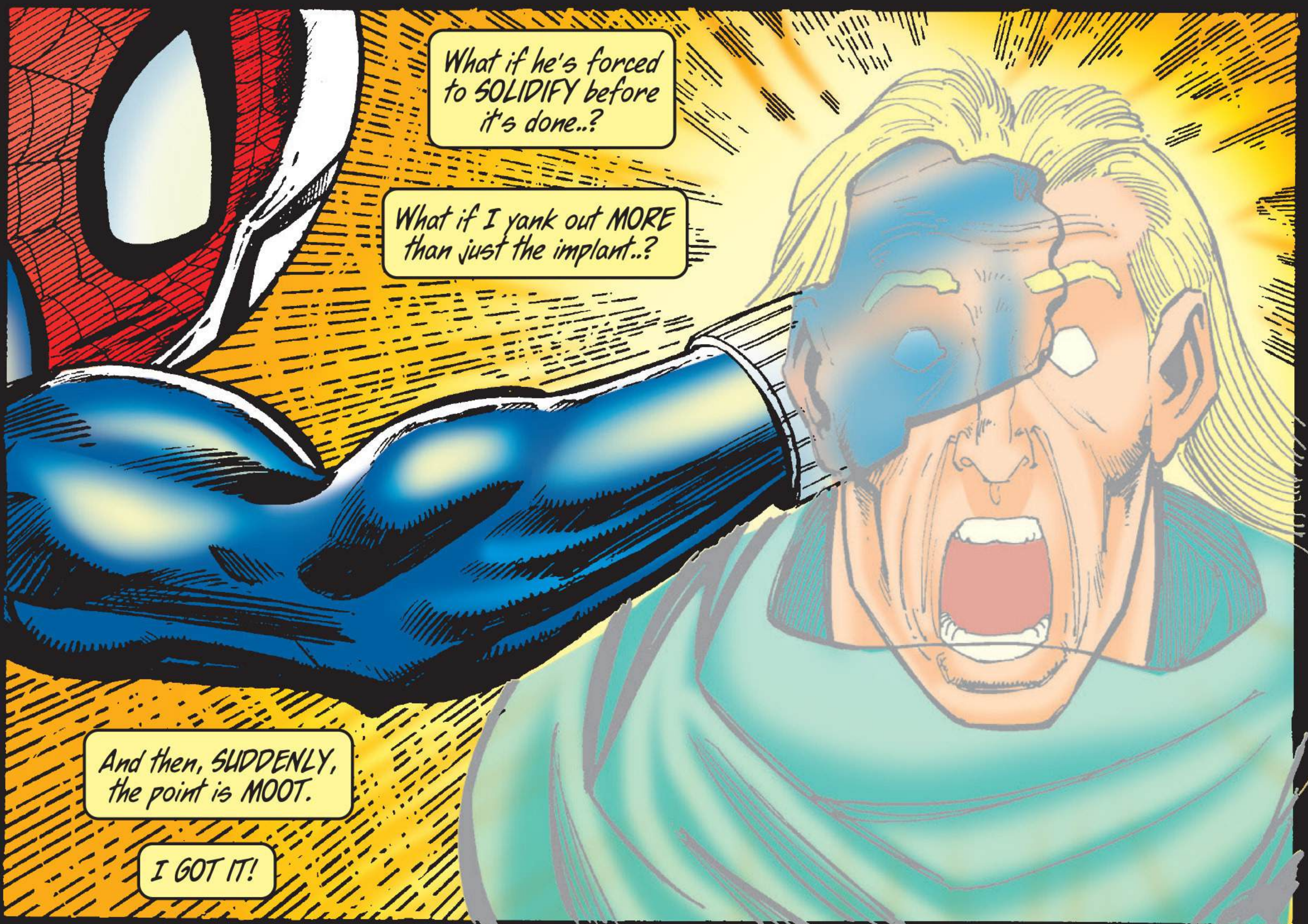
FIGHT IT!
THIS'LL
WORK!



But even as I say
those words...

... I WONDER...

...and a handful
of IMAGES shoot
through my mind.



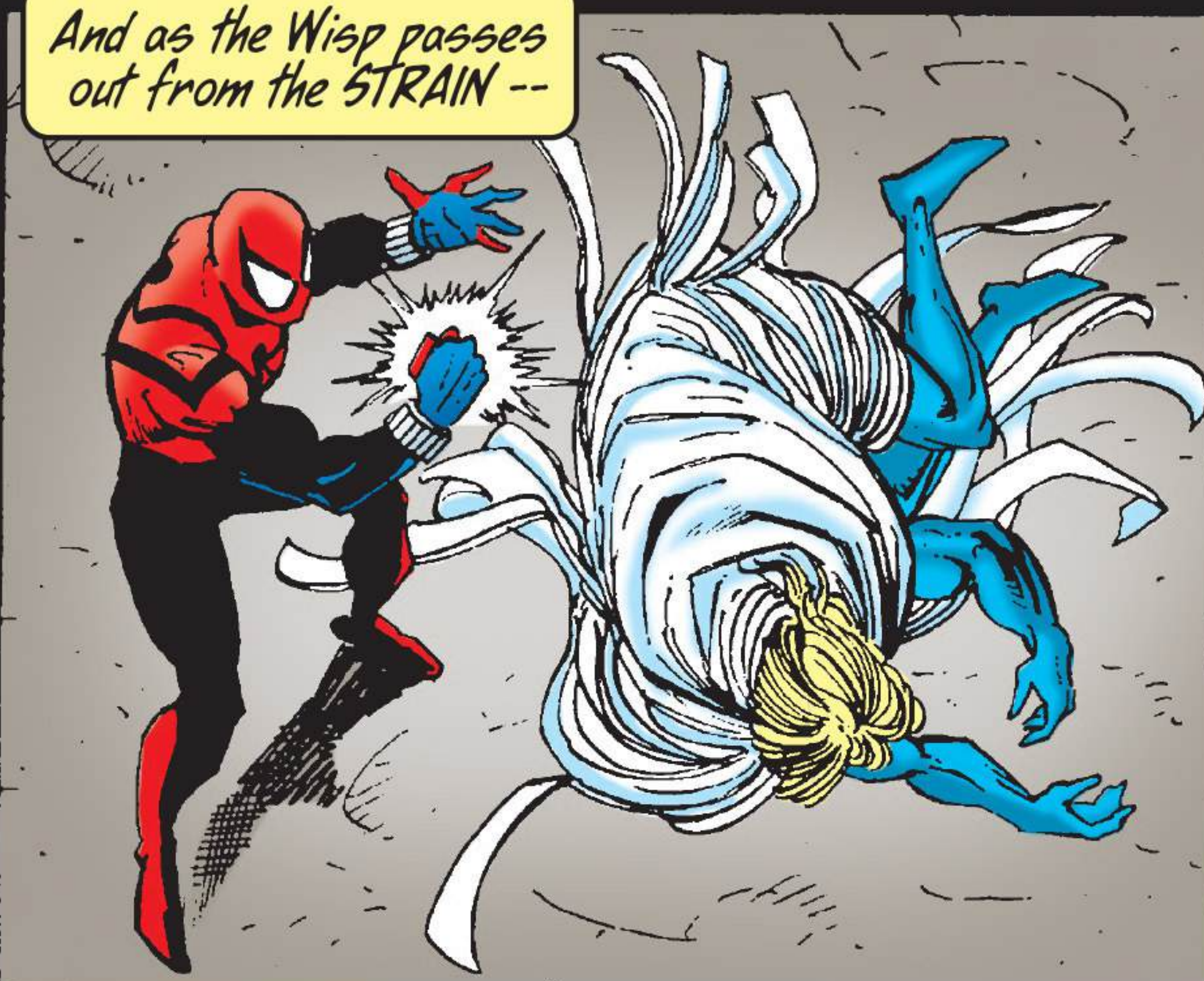
What if he's forced
to SOLIDIFY before
it's done..?

What if I yank out MORE
than just the implant..?

And then, SUDDENLY,
the point is MOOT.

I GOT IT!

And as the Wisp passes
out from the STRAIN --



--my SPIDER-SENSE
has a chance to detect
what he was so BUGGED-
OUT about...



o boy.

NEXT ISSUE:
WELL, DUH...
DRAGON MAN!
SEE YA IN THIRTY!

MARVEL
COMICS



SPIDER-MAN

JULY '96 236

APPROVED
BY THE
COMICS
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AUTHORITY



THE SPECTACULAR
SPIDER-MAN



Free Will

a DEZAGO -
BUSCEMA - STANISCI -
STARKINGS | COMICRAFT -
KALISZ - MALIBU -
MACCHIO - HARRAS
production

-- OKAY.
WHADDA WE
GOT...?!--

DIAPHORETIC
WHITE MALE, MID-
TWENTIES IN
SVT.

HEART
RATE JUMPING
AROUND ONE-
NINETY --

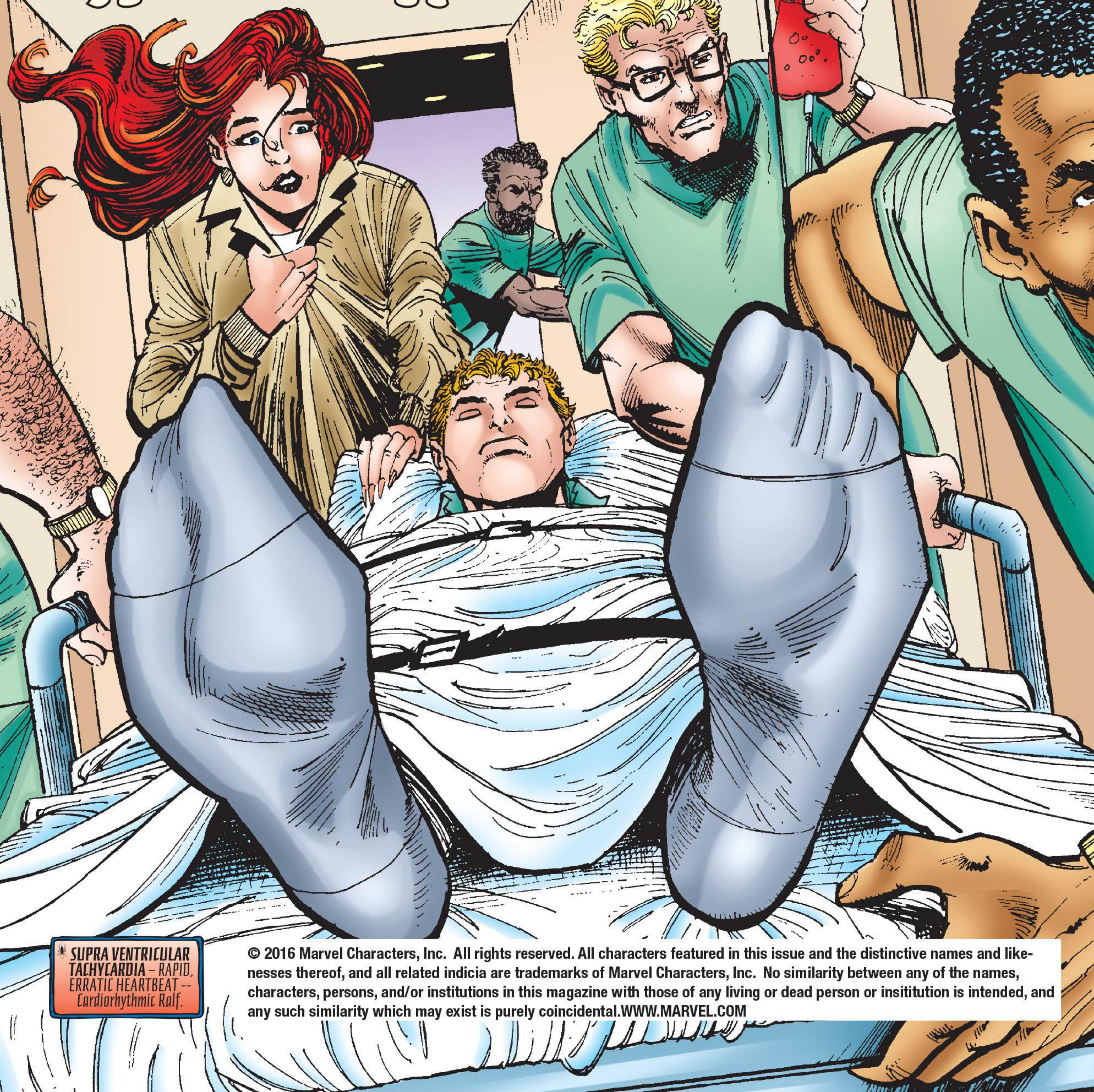
BLOOD
PRESSURE?

EIGHTY-
FIVE OVER
FIFTY.

ALL RIGHT.
HIT HIM WITH 6ML
OF ADENASINE --
STAT! --

-- LET'S
SEE WHAT
THAT DOES
FOR HIM.

LESS THAN TWENTY
MINUTES AGO, PETER
PARKER COLLAPSED --



**SUPRA VENTRICULAR
TACHYCARDIA - RAPID,
ERRATIC HEARTBEAT --**
Cardiorhythmic Ralf.

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-- CRUMPLING TO
THE KITCHEN FLOOR
IN A SUDDEN HEAP --

Mrs. PARKER --
IS YOUR HUSBAND
DIABETIC?

Huh?...
Um...
N-NO.

NO.

-- WITHOUT ANY
SYMPTOMS --

LET'S
PUT HIM
IN BAY
4.

-- WITHOUT ANY
WARNING.

OXYGEN.

SOMEBODY
SEE IF WE CAN
GET JOEL
DOWN
HERE.

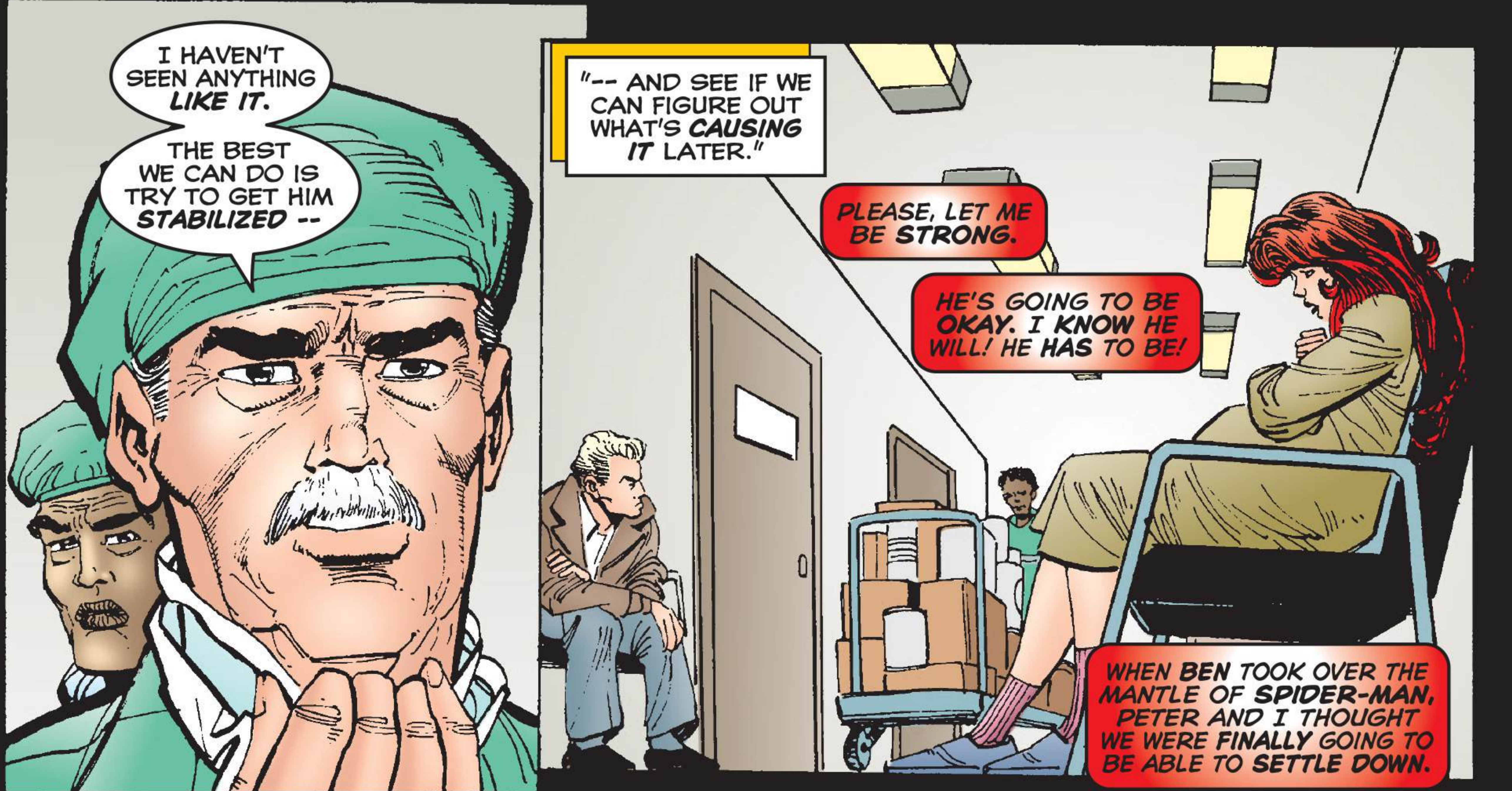
MRS. PARKER? I'M GOING
TO HAVE TO ASK YOU TO
WAIT OUTSIDE IN THE
WAITING ROOM.

SHORTLY...

WHAT
DO YOU
THINK,
JOEL?

I DON'T
KNOW, MARK
-- YOU TELL
ME.

HIS
HEARTRATE'S
SPIKING ALL OVER
THE PLACE. THE
ADENASINE ONLY
SEEMS TO DO SO
MUCH.



I HAVEN'T SEEN ANYTHING LIKE IT.
THE BEST WE CAN DO IS TRY TO GET HIM STABILIZED --

"-- AND SEE IF WE CAN FIGURE OUT WHAT'S CAUSING IT LATER."

PLEASE, LET ME BE STRONG.

HE'S GOING TO BE OKAY. I KNOW HE WILL! HE HAS TO BE!

WHEN BEN TOOK OVER THE MANTLE OF SPIDER-MAN, PETER AND I THOUGHT WE WERE FINALLY GOING TO BE ABLE TO SETTLE DOWN.

WITH THE BABY ON THE WAY, WE WERE GOING TO START A NEW LIFE... A NORMAL LIFE...

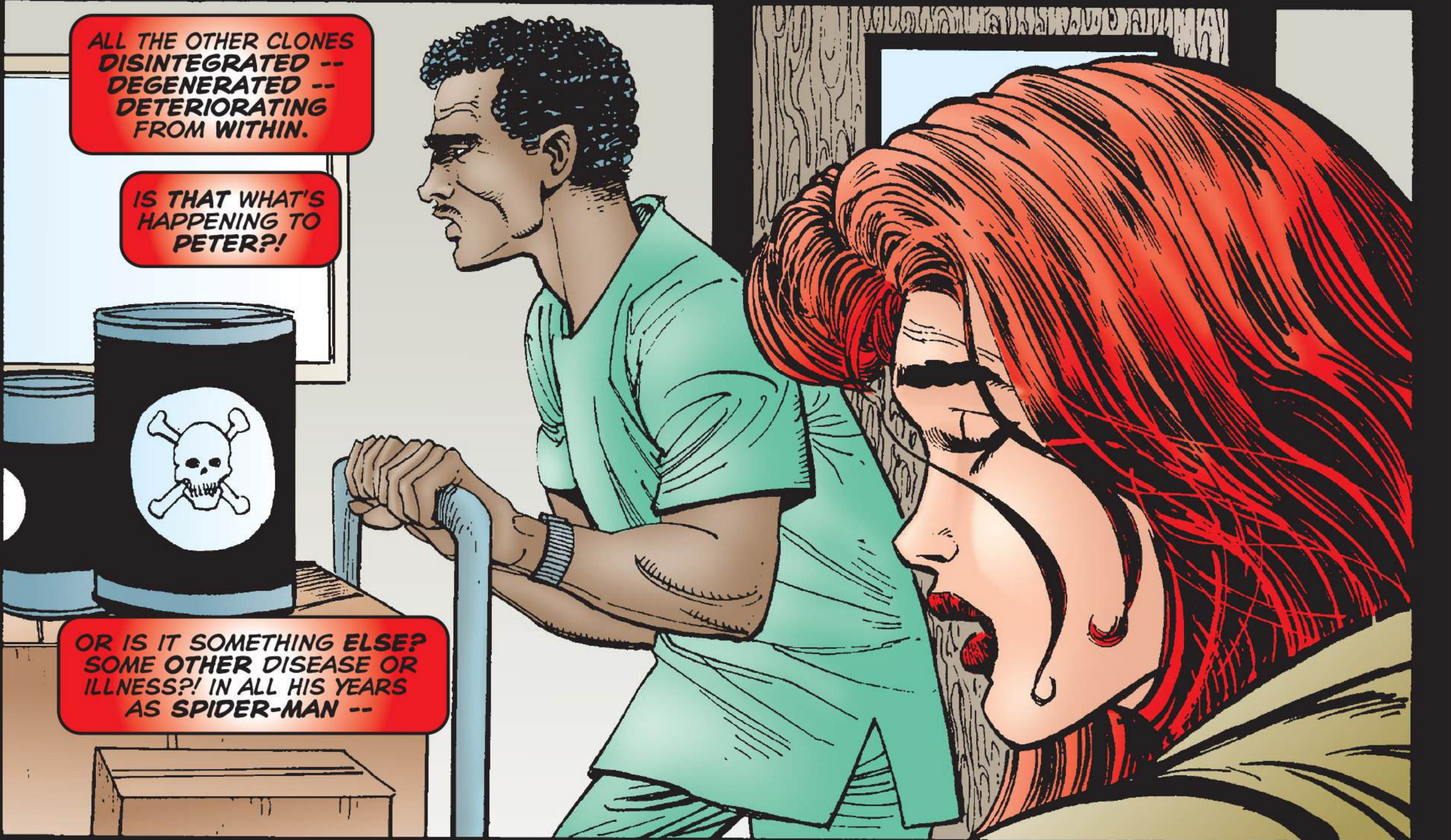
... PETER EVEN LOST HIS POWERS!

AND NOW THIS...

AND I CAN'T HELP THINKING THAT IT CAN ONLY BE ONE THING...

PETER IS BEN'S CLONE -- CREATED BY THE JACKAL!

IN SPIDER-MAN: THE FINAL ADVENTURE -- Reminisce' Ralf



ALL THE OTHER CLONES DISINTEGRATED -- DEGENERATED -- DETERIORATING FROM WITHIN.

IS THAT WHAT'S HAPPENING TO PETER?!

OR IS IT SOMETHING ELSE? SOME OTHER DISEASE OR ILLNESS?! IN ALL HIS YEARS AS SPIDER-MAN --

— WHO KNOWS
WHAT HE MIGHT
HAVE COME UP
AGAINST!?!

RRAARR!

BOOM!

STAN LEE
Presents: The
SPECTACULAR
SPIDER-MAN



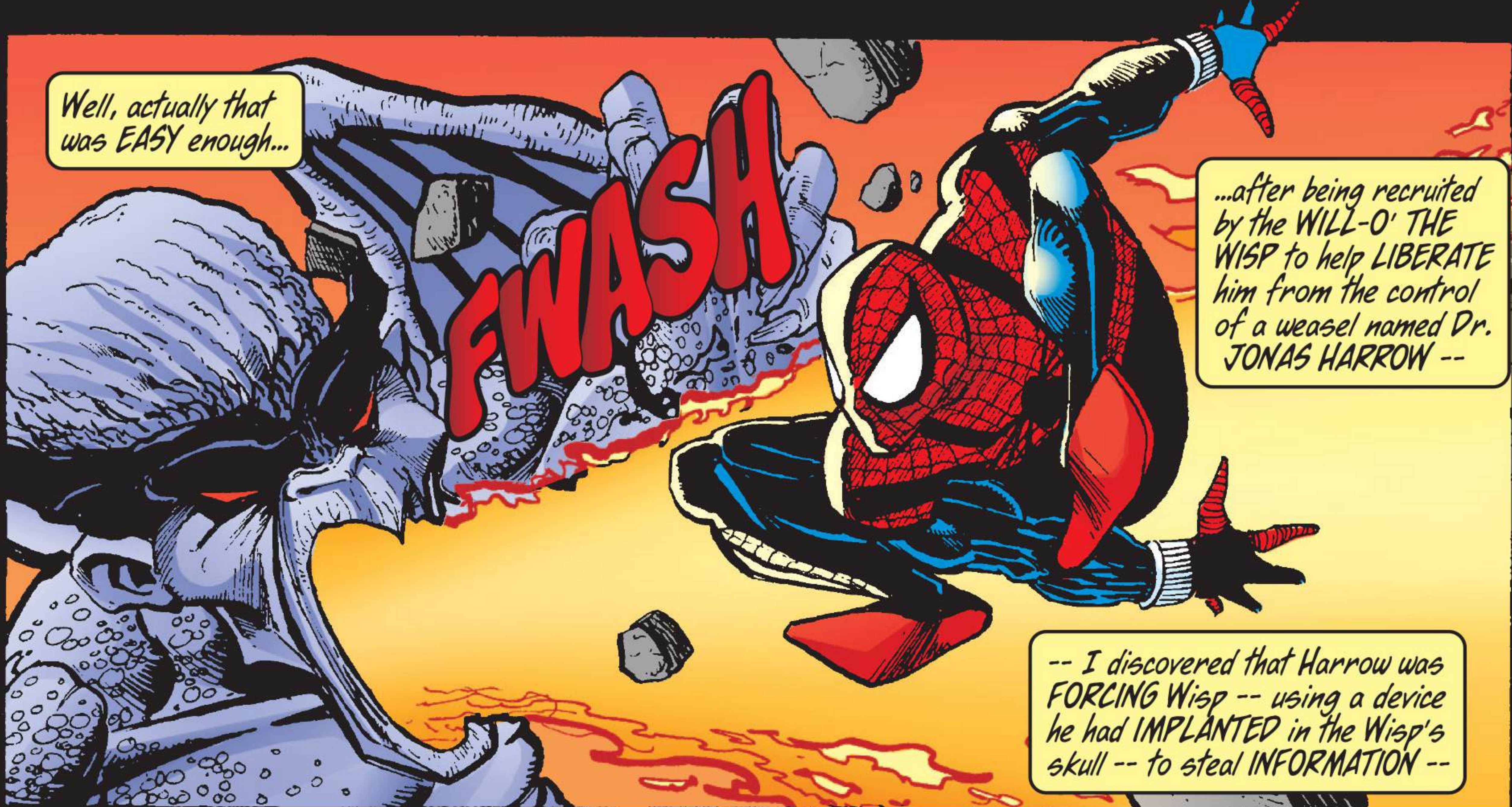
His given name is **Peter Parker**. While in high school, he was bitten by a radioactive spider and endowed with amazing powers, which he has since used to protect the innocent and battle evil. Now he calls himself **Ben Reilly**, and as a costumed crimefighter, he continues his crusade... for he understands that with great power comes great responsibility!

It's funny that when I called the **PSYCHIC FRIENDS HOTLINE** this morning, they forgot to mention **THIS!**

You'd **THINK** that a **RAMPAGING, SIXTEEN-FOOT-TALL, FIRE-BREATHING, SYNTHETIC, PURPLE MONSTER** would kinda jump **OUT** at you..?!

...which I guess he kinda **DID**..!

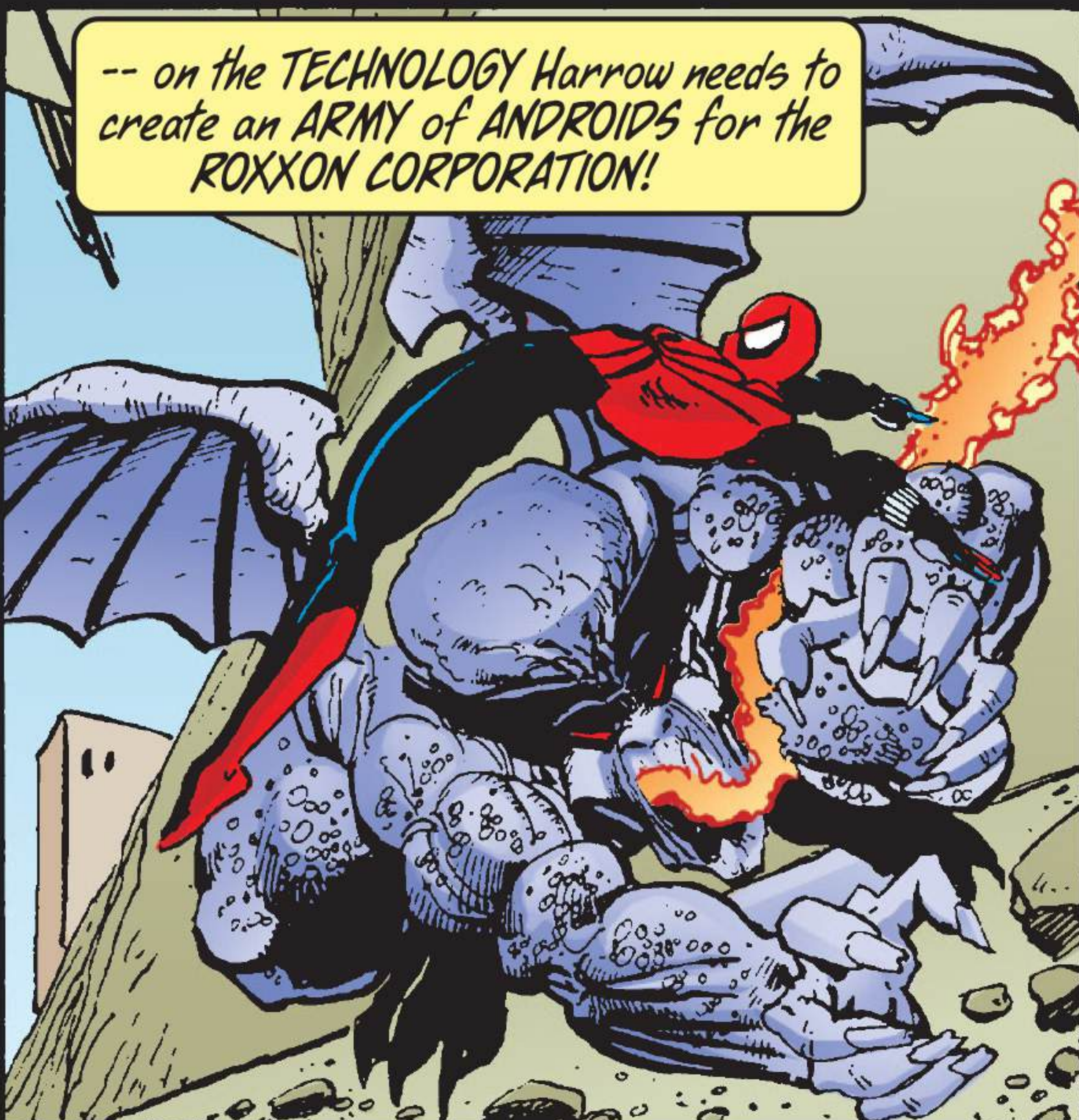
Ah, Spidey... how do you get yourself **INTO** these things?



Well, actually that was EASY enough...

...after being recruited by the WILL-O' THE WISP to help LIBERATE him from the control of a weasel named Dr. JONAS HARROW --

-- I discovered that Harrow was FORCING Wisp -- using a device he had IMPLANTED in the Wisp's skull -- to steal INFORMATION --



-- on the TECHNOLOGY Harrow needs to create an ARMY of ANDROIDS for the ROXXON CORPORATION!

Meeting Wisp here at IRON ROCK -- one of the government's MAXIMUM SECURITY IMPOUND FACILITIES --

-- I was able to REMOVE the implant and FREE Wisp from Harrow's control -- but not before HE was forced to free Harrow's ULTIMATE PRIZE --

-- DRAGON MAN!

And, NOW...

C'MON, WISP --

-- UNLESS YOU WANNA END UP LOOKING LIKE A GREAT BIG CHARCOAL BRIQUETTE, WE GOTTA GET YOU OUTTA HE --

AN ARTIFICIAL LIFEFORM CREATED BY PROFESSOR GREGSON GILBERT. DM HAS SINCE BEEN USED AS A PAWN BY A NUMBER OF SUPER-VILLAINS. - Artificial Ralf.



Huh?

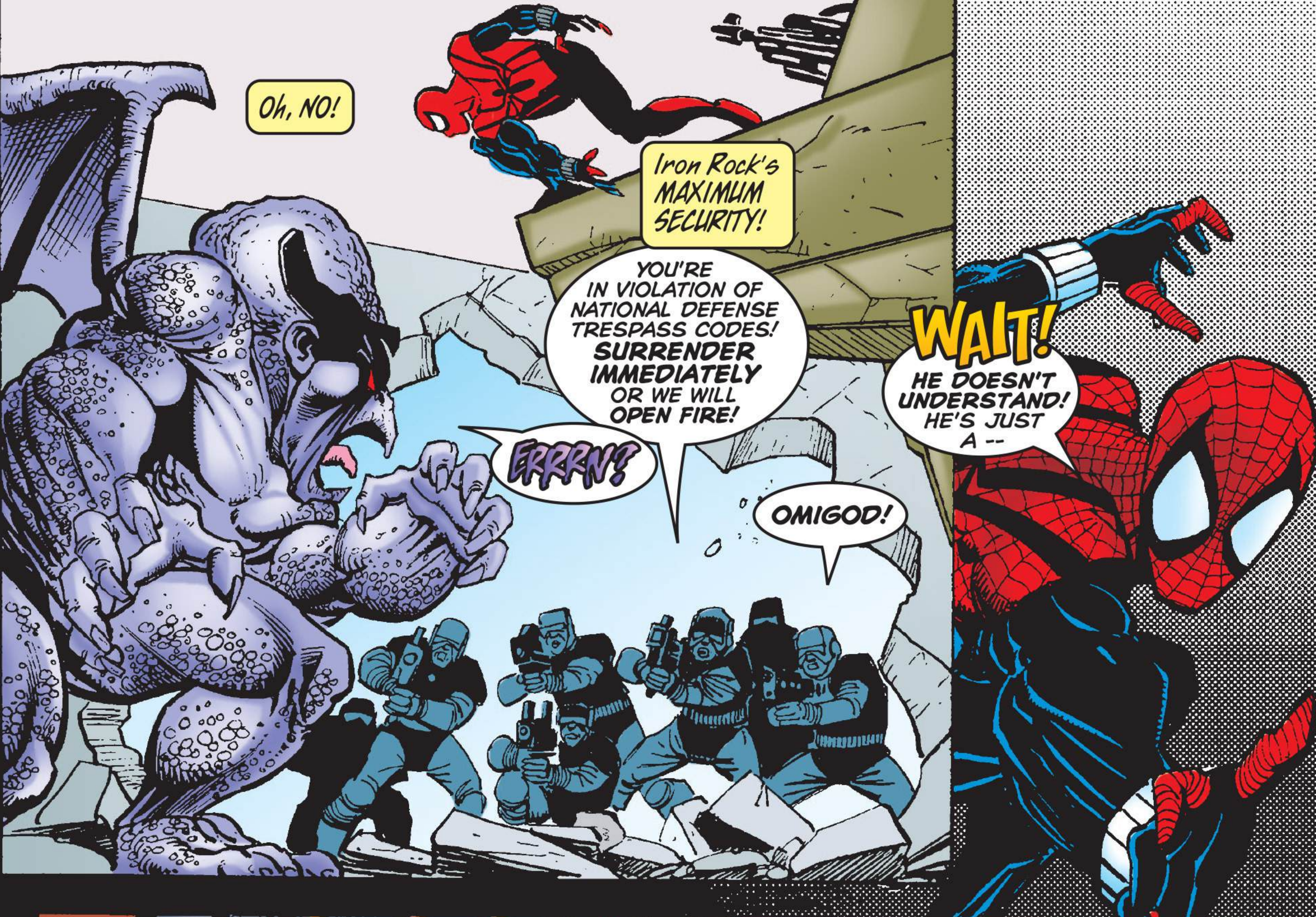
INTANGIBLE...?!

Thanks for telling ME, Casper!



Well, now that I don't have to worry about the Wisp --

-- I guess I can pay a little more attention to --



Oh, NO!

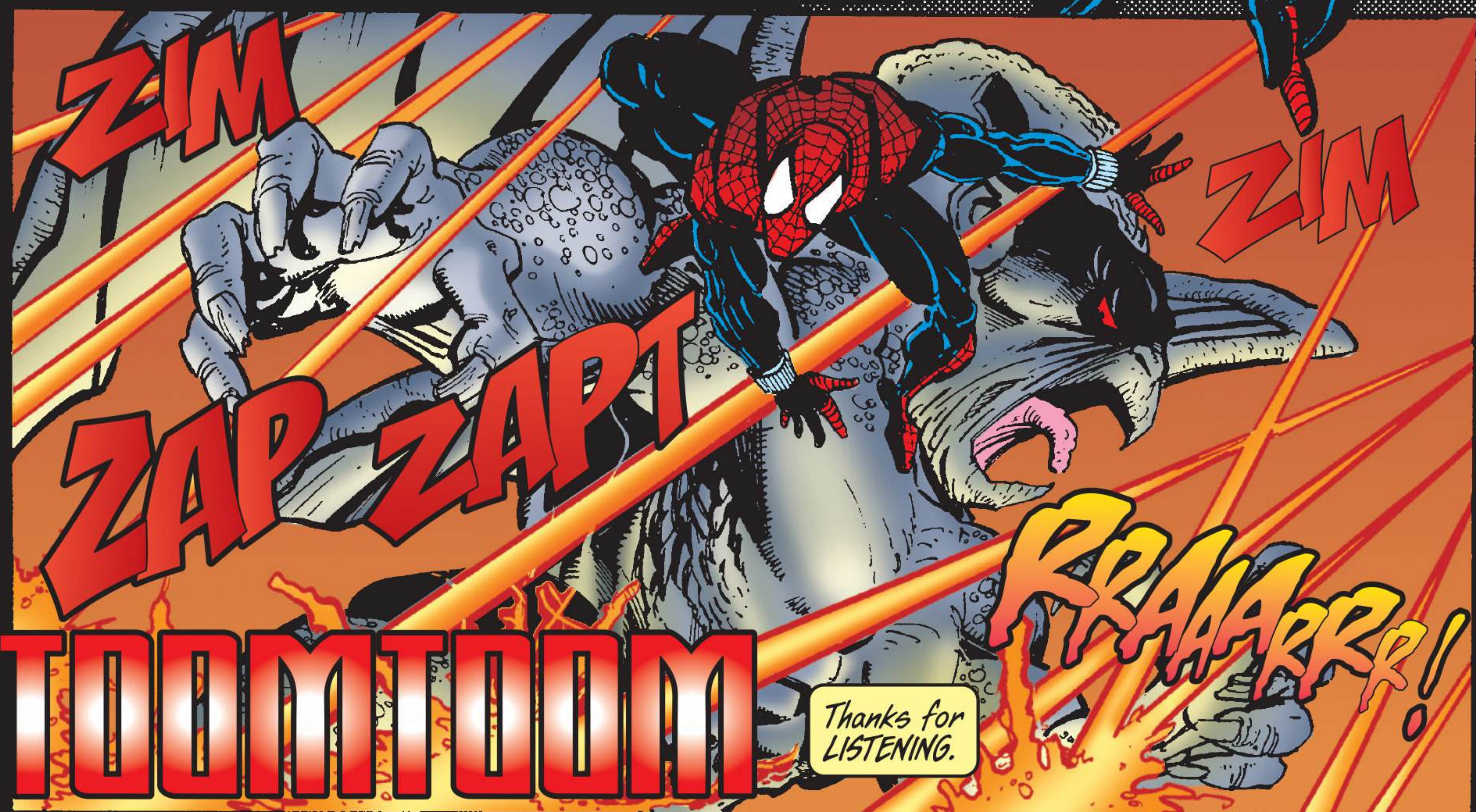
Iron Rock's
MAXIMUM
SECURITY!

YOU'RE
IN VIOLATION OF
NATIONAL DEFENSE
TRESPASS CODES!
**SURRENDER
IMMEDIATELY**
OR WE WILL
OPEN FIRE!

ERRRN?

OMIGOD!

WAIT!
HE DOESN'T
UNDERSTAND!
HE'S JUST
A --



ZIM

ZIM

ZAP ZAPT

KRAARRR!

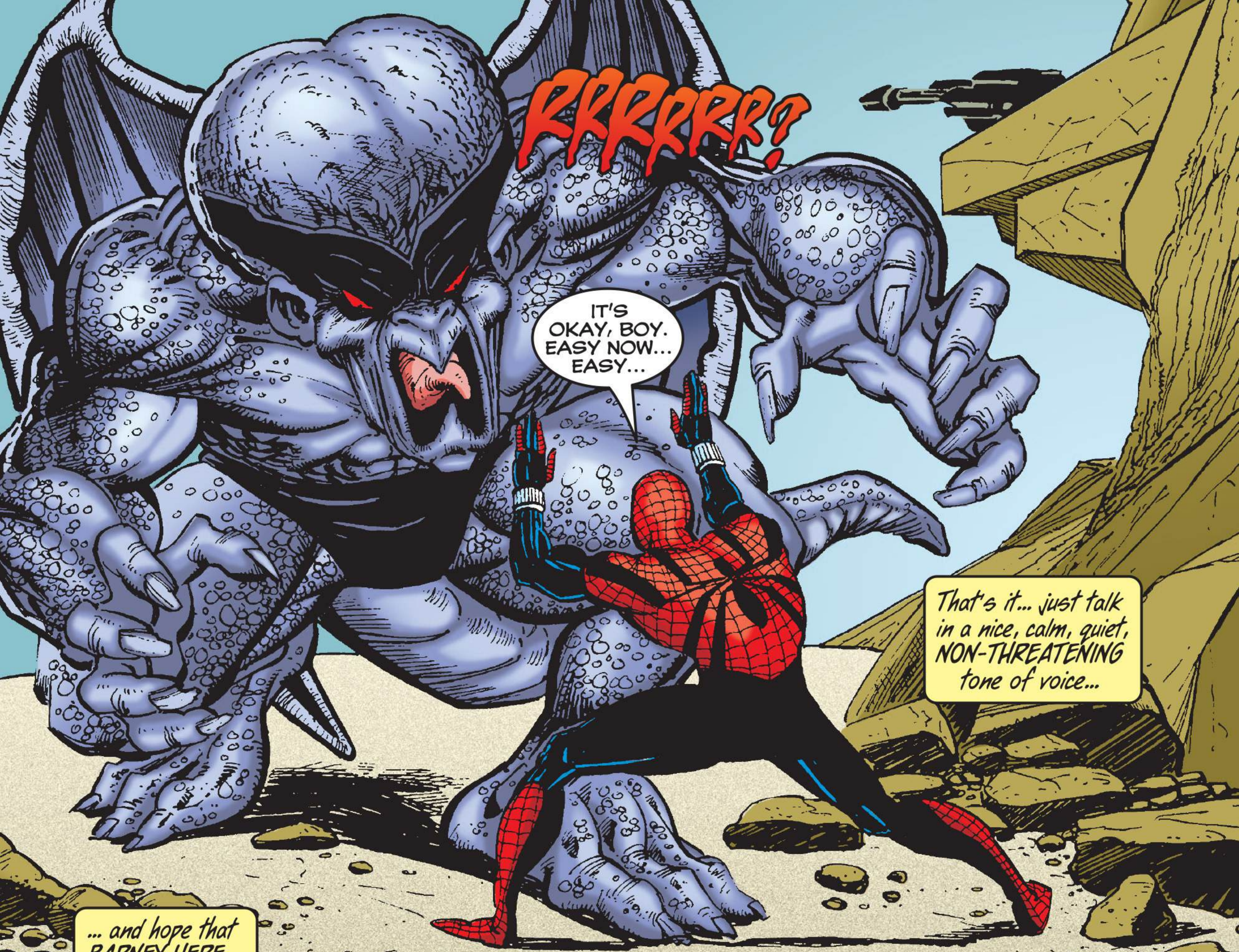
TOOMTTOOM

Thanks for
LISTENING.



LISTEN,
YOU **SQUIDS** --
DON'T YOU
GET IT?!!





RRRRRR?

IT'S
OKAY, BOY.
EASY NOW...
EASY...

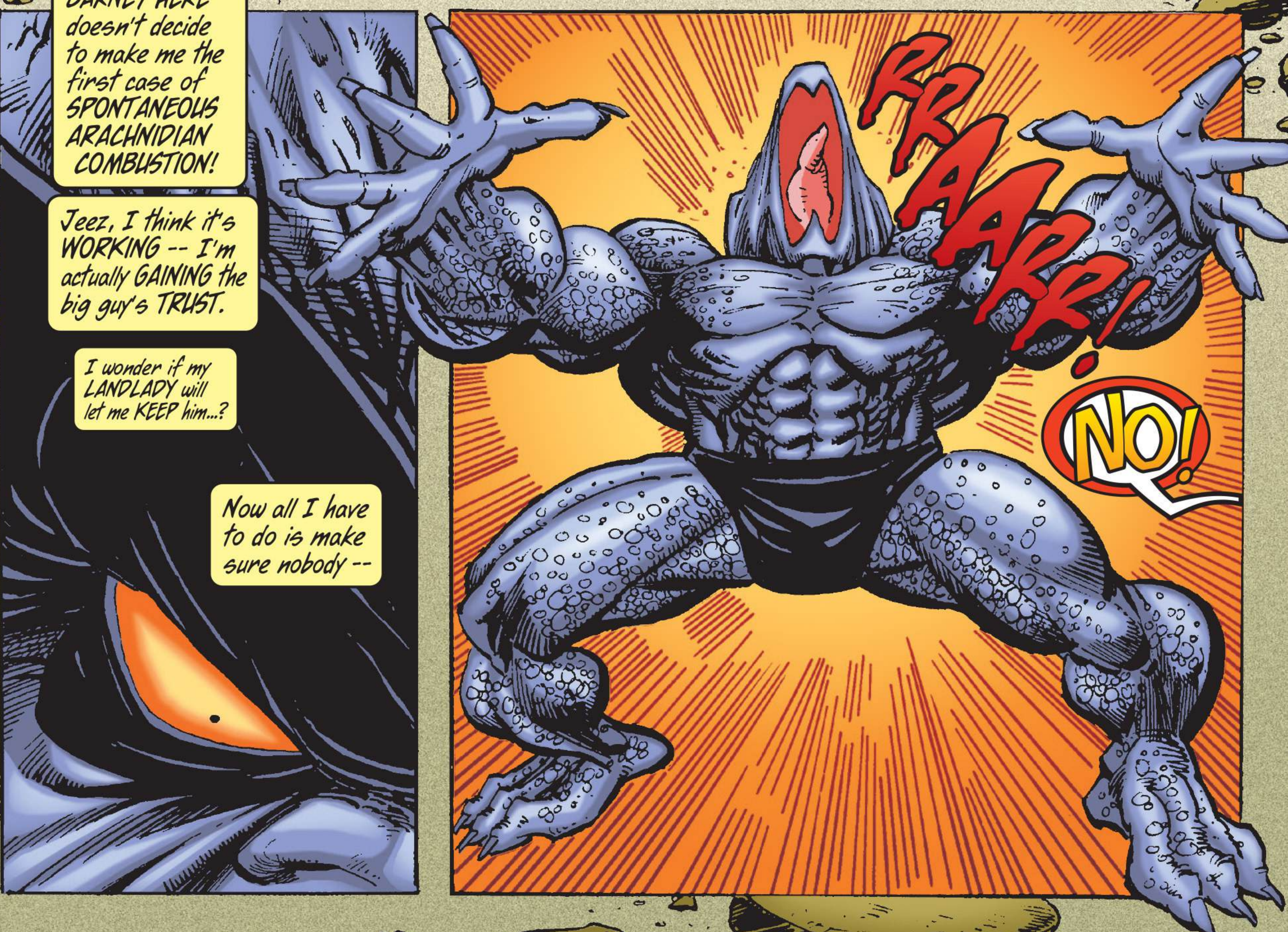
That's it... just talk
in a nice, calm, quiet,
NON-THREATENING
tone of voice...

... and hope that
BARNEY HERE
doesn't decide
to make me the
first case of
SPONTANEOUS
ARACHNIDIAN
COMBUSTION!

Jeez, I think it's
WORKING -- I'm
actually **GAINING** the
big guy's **TRUST**.

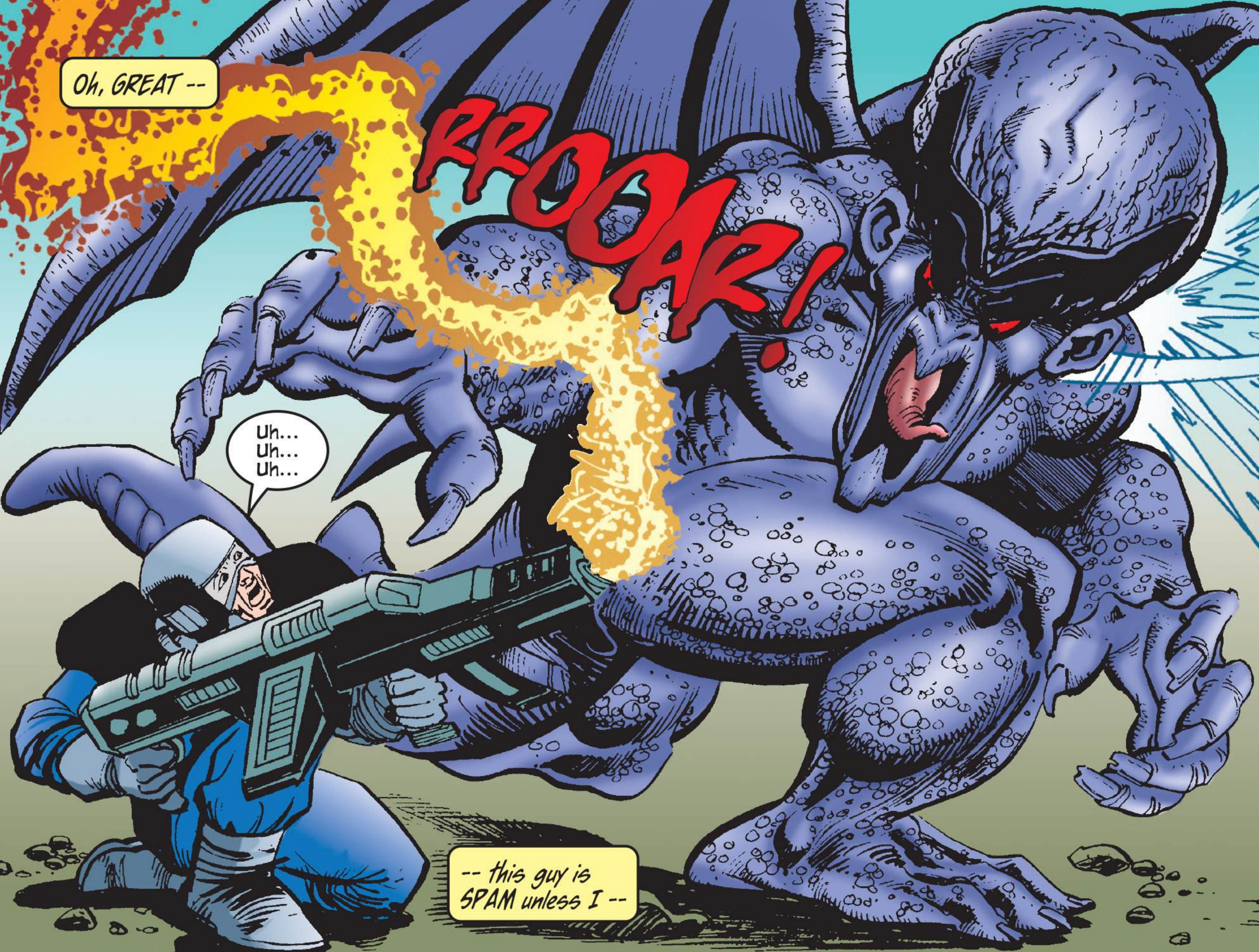
I wonder if my
LANDLADY will
let me **KEEP** him...?

Now all I have
to do is make
sure nobody --



RR
AA
RR!

NO!



Oh, GREAT --

RRROOAR!

Uh...
Uh...
Uh...

-- this guy is
SPAM unless I --



AARRRH!

PLEASE
PLEASE
PLEASE
PLEASE



NO!

-- NO.

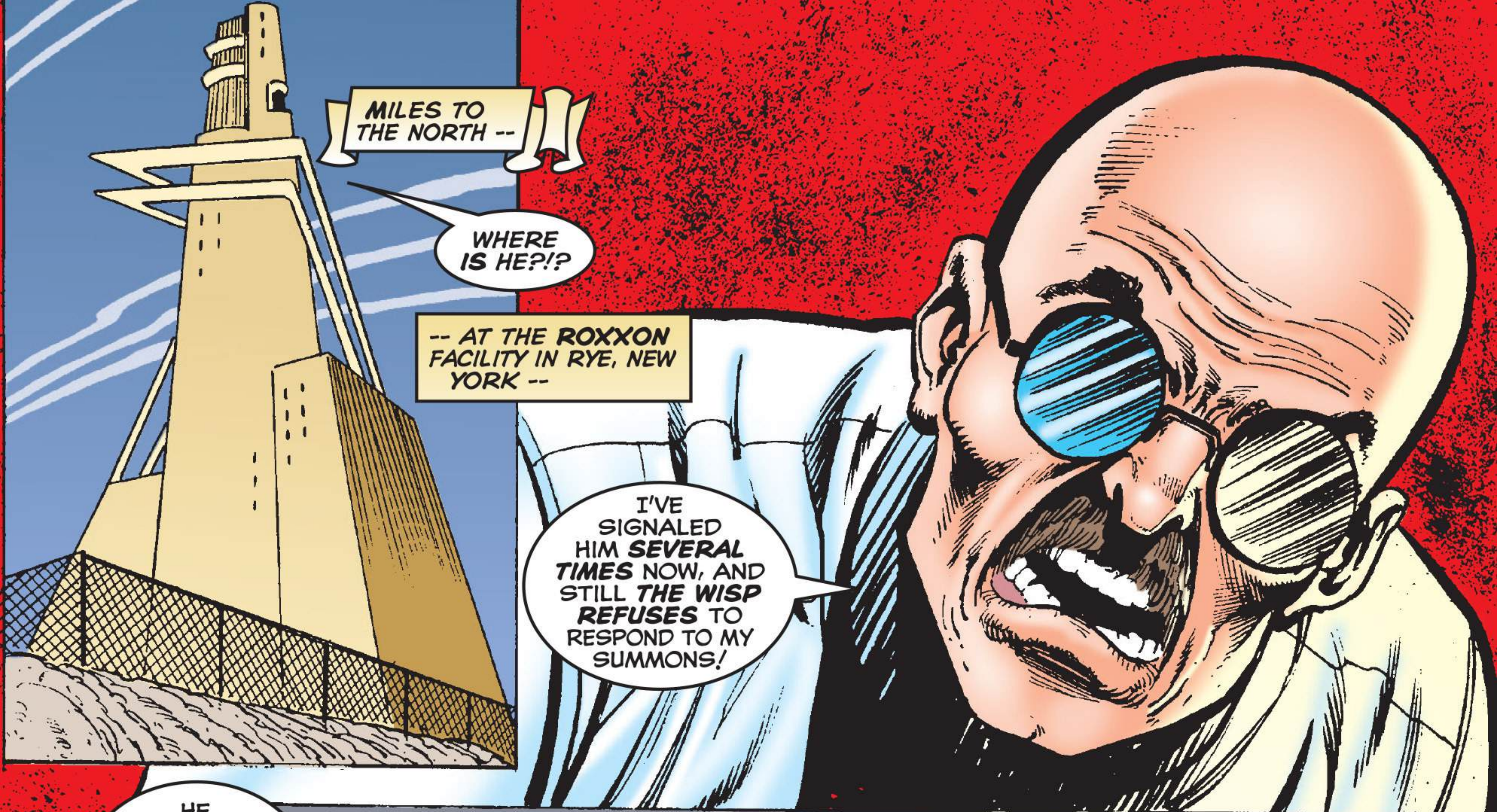


ERRNT?

GOOD...

ROOOO

THANK YOU
THANK YOU
THANK YOU



MILES TO THE NORTH --

WHERE IS HE?!?

-- AT THE ROXXON FACILITY IN RYE, NEW YORK --

I'VE SIGNALLED HIM **SEVERAL TIMES** NOW, AND STILL **THE WISP REFUSES** TO RESPOND TO MY SUMMONS!



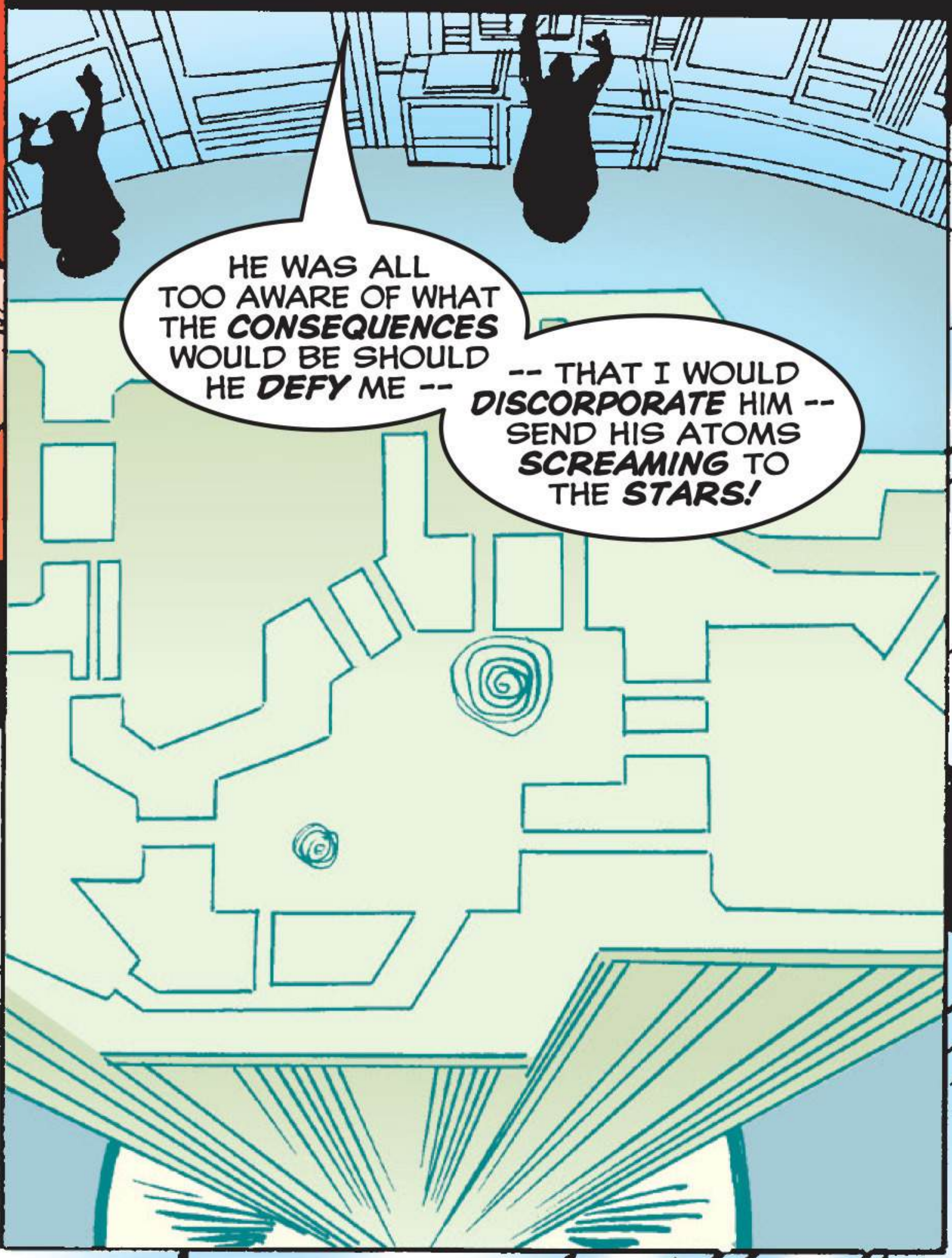
HE **DISOBEYS** AND **MOCKS** ME! I'M CERTAIN THAT HE **PLOTS AGAINST** ME!

I WILL NOT **TOLERATE** THIS **INSOLENCE!**



AND NOW, WITH THE **DRAGON MAN** AT MY DISPOSAL --

SWAK



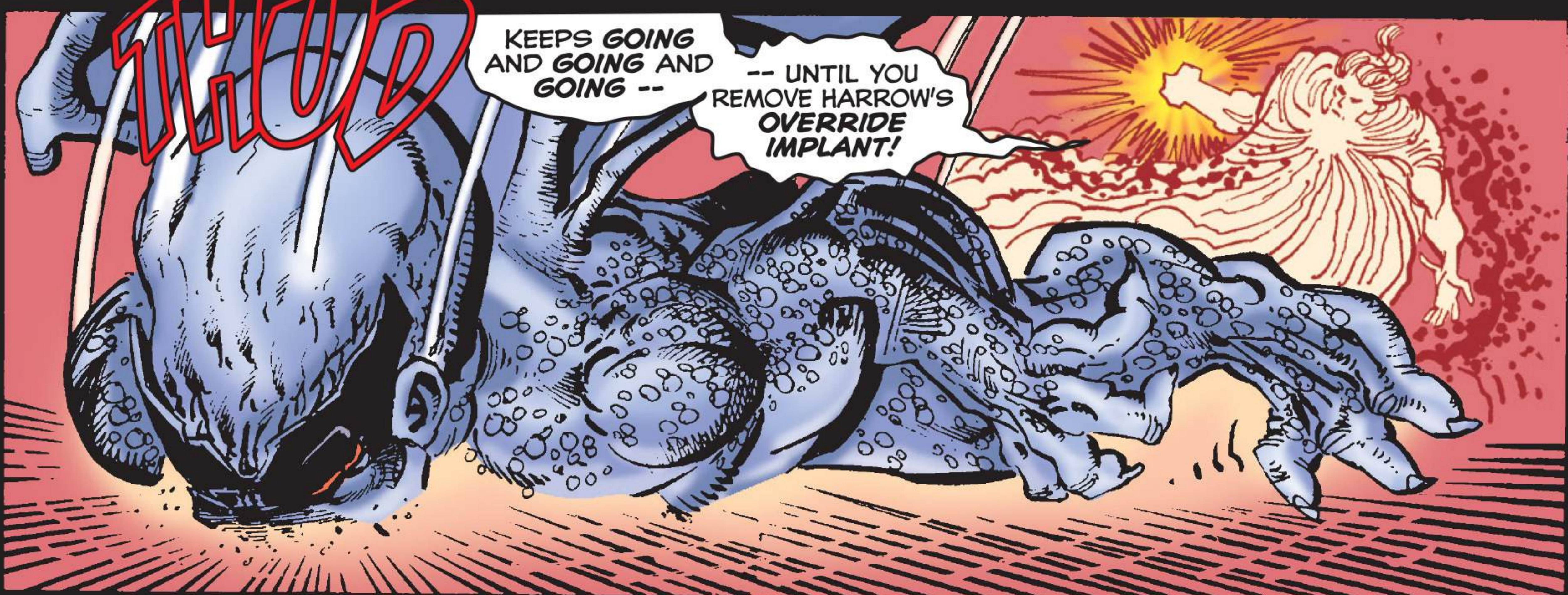
HE WAS ALL TOO AWARE OF WHAT THE **CONSEQUENCES** WOULD BE SHOULD HE **DEFY** ME --

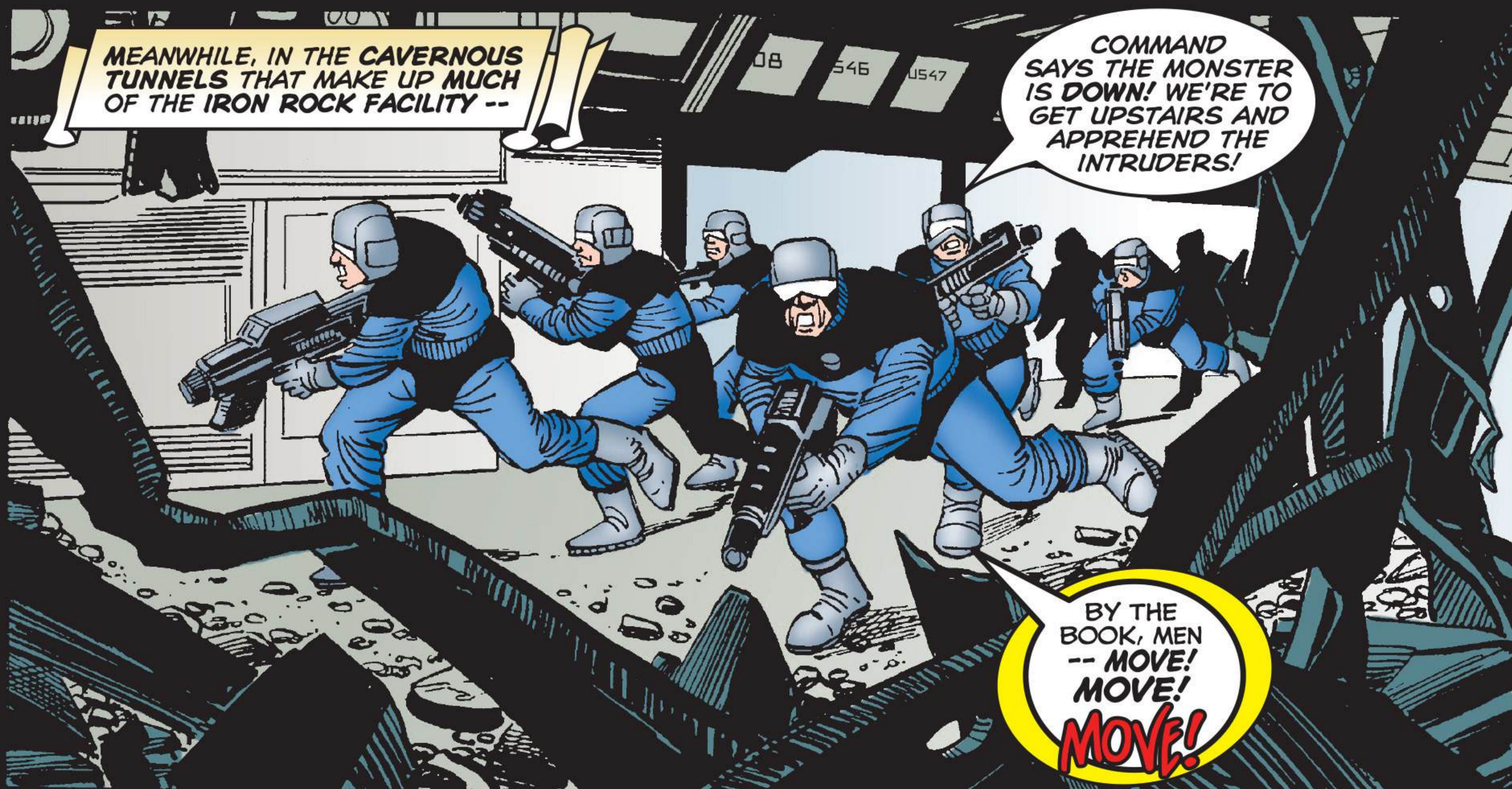
-- THAT I WOULD **DISCORPORATE** HIM -- SEND HIS ATOMS **SCREAMING** TO THE **STARS!**

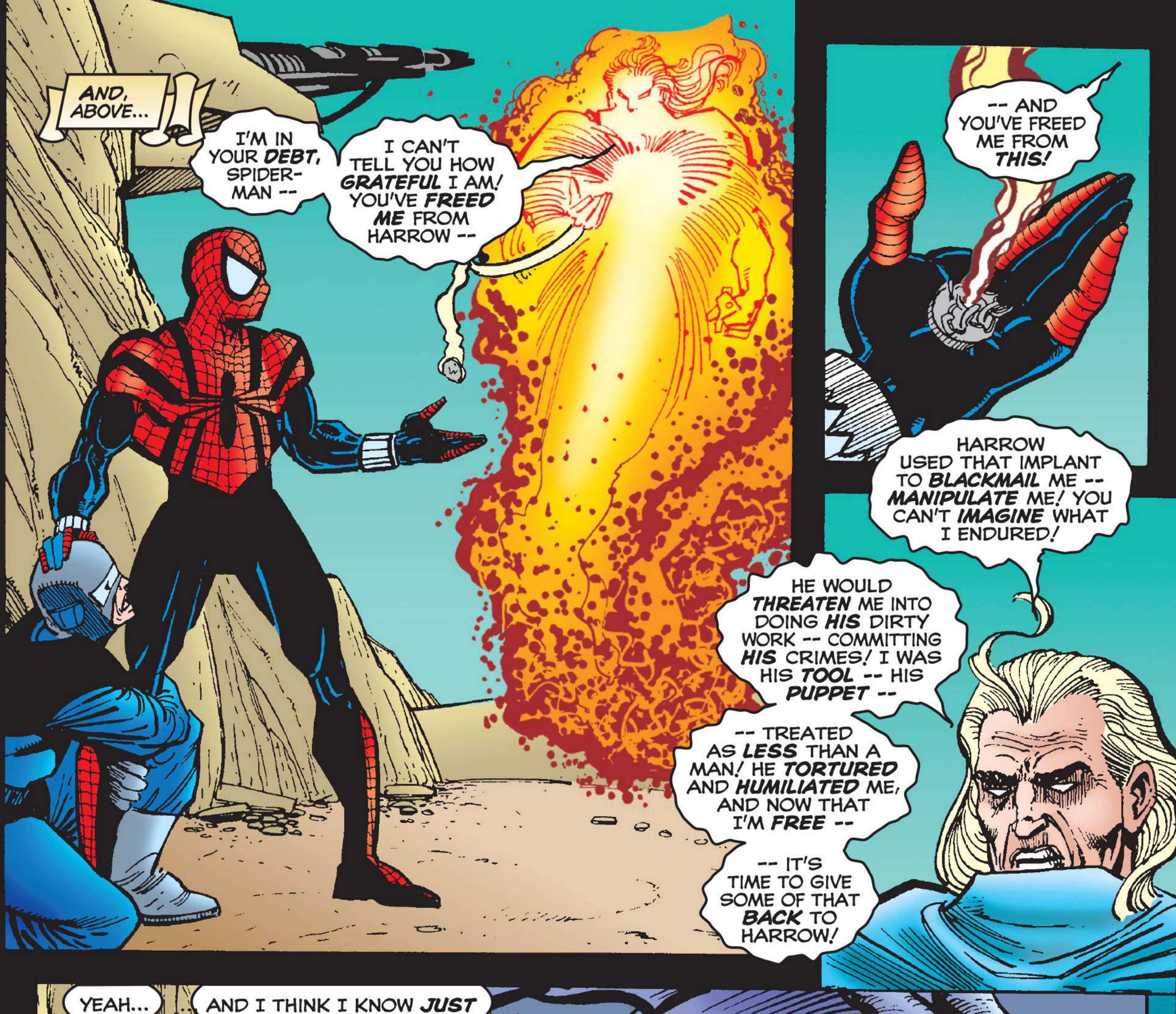


-- I'VE NO FURTHER **USE** FOR THE **WILL O' THE WISP!**

Fwink







AND, ABOVE...

I'M IN YOUR **DEBT**, SPIDER-MAN --

I CAN'T TELL YOU HOW **GRATEFUL** I AM! YOU'VE **FREED ME** FROM HARROW --

-- AND YOU'VE FREED ME FROM **THIS!**

HARROW USED THAT IMPLANT TO **BLACKMAIL** ME -- **MANIPULATE** ME! YOU CAN'T **IMAGINE** WHAT I ENDURED!

HE WOULD **THREATEN** ME INTO DOING **HIS** DIRTY WORK -- COMMITTING **HIS** CRIMES! I WAS HIS **TOOL** -- HIS **PUPPET** --

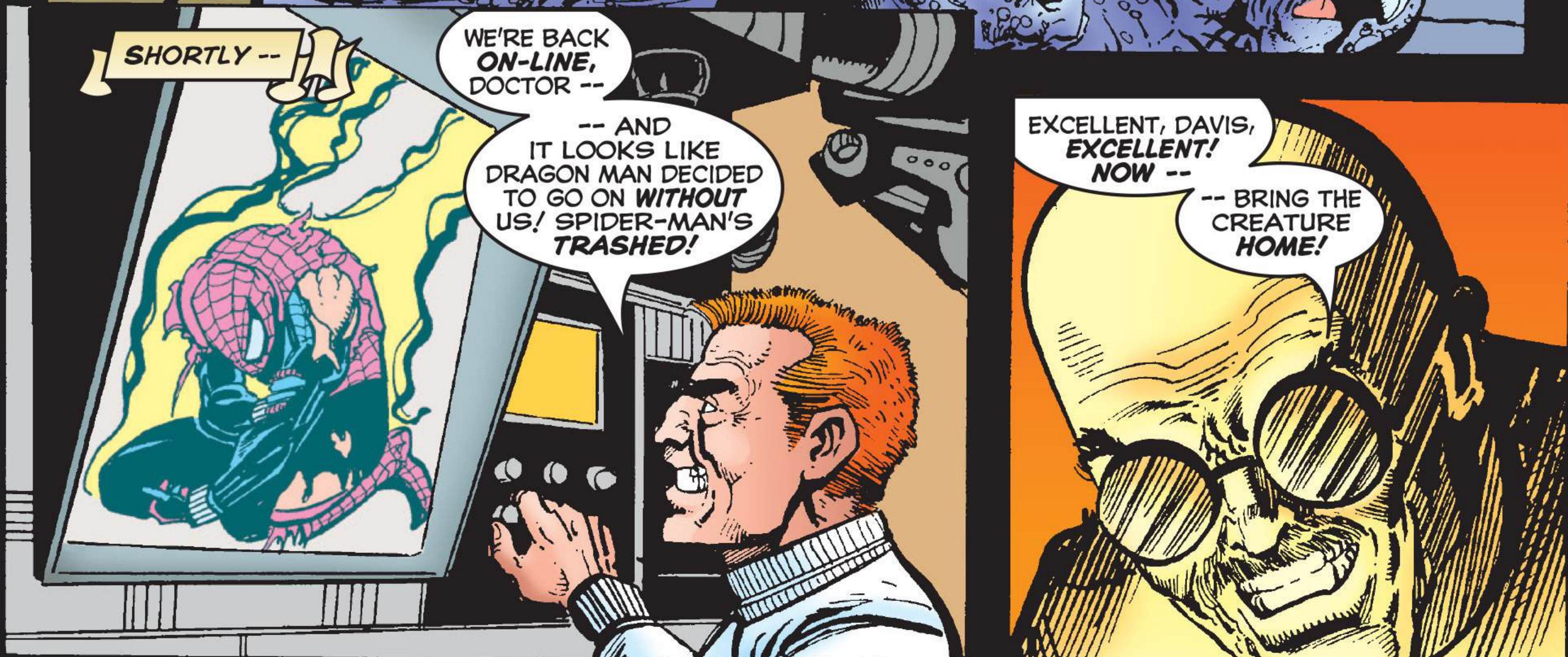
-- TREATED AS **LESS** THAN A MAN! HE **TORTURED** AND **HUMILIATED** ME, AND NOW THAT I'M **FREE** --

-- IT'S TIME TO GIVE SOME OF THAT **BACK** TO HARROW!



YEAH...

AND I THINK I KNOW **JUST** HOW TO DO IT.



SHORTLY --

WE'RE BACK **ON-LINE**, DOCTOR --

-- AND IT LOOKS LIKE DRAGON MAN DECIDED TO GO ON **WITHOUT** US! SPIDER-MAN'S **TRASHED!**

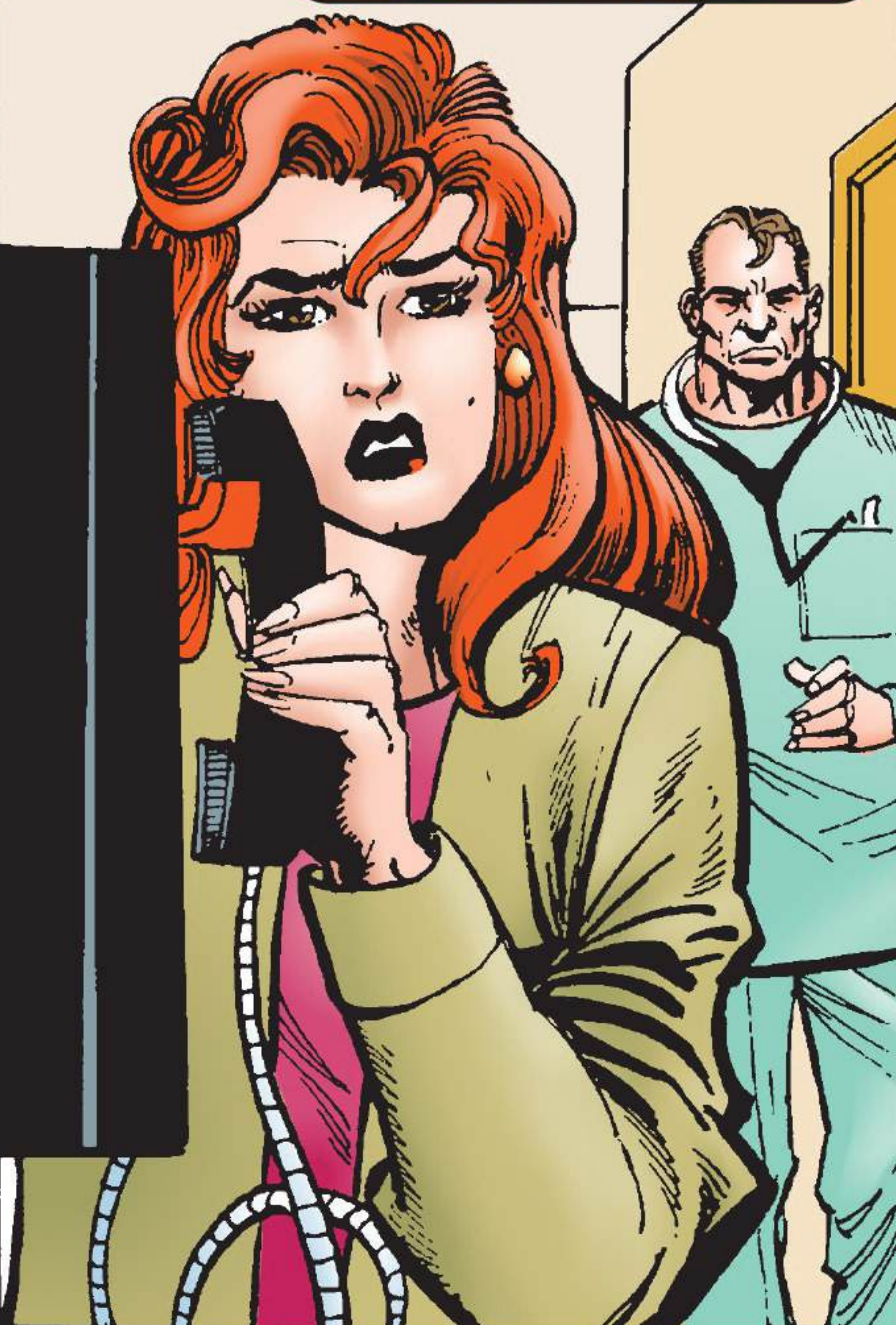
EXCELLENT, DAVIS, **EXCELLENT!** NOW --

-- BRING THE CREATURE **HOME!**

HE ISN'T HOME.

I LEFT A MESSAGE AT THE DAILY GRIND -- THEY'LL GIVE IT TO HIM WHEN HE COMES IN, BUT THAT'S HOURS FROM NOW...

... AND THIS WOULD ALL BE SO MUCH EASIER IF BEN WERE HERE NOW!



Mrs. PARKER? I'M Dr. PETERS. I'M AFRAID I DON'T HAVE MUCH IN THE WAY OF GOOD NEWS.

YOUR HUSBAND'S VITAL SIGNS ARE STILL HIGHLY ERRATIC -- WHATEVER THIS IS IS PLAYING HAVOC WITH HIS METABOLISM.



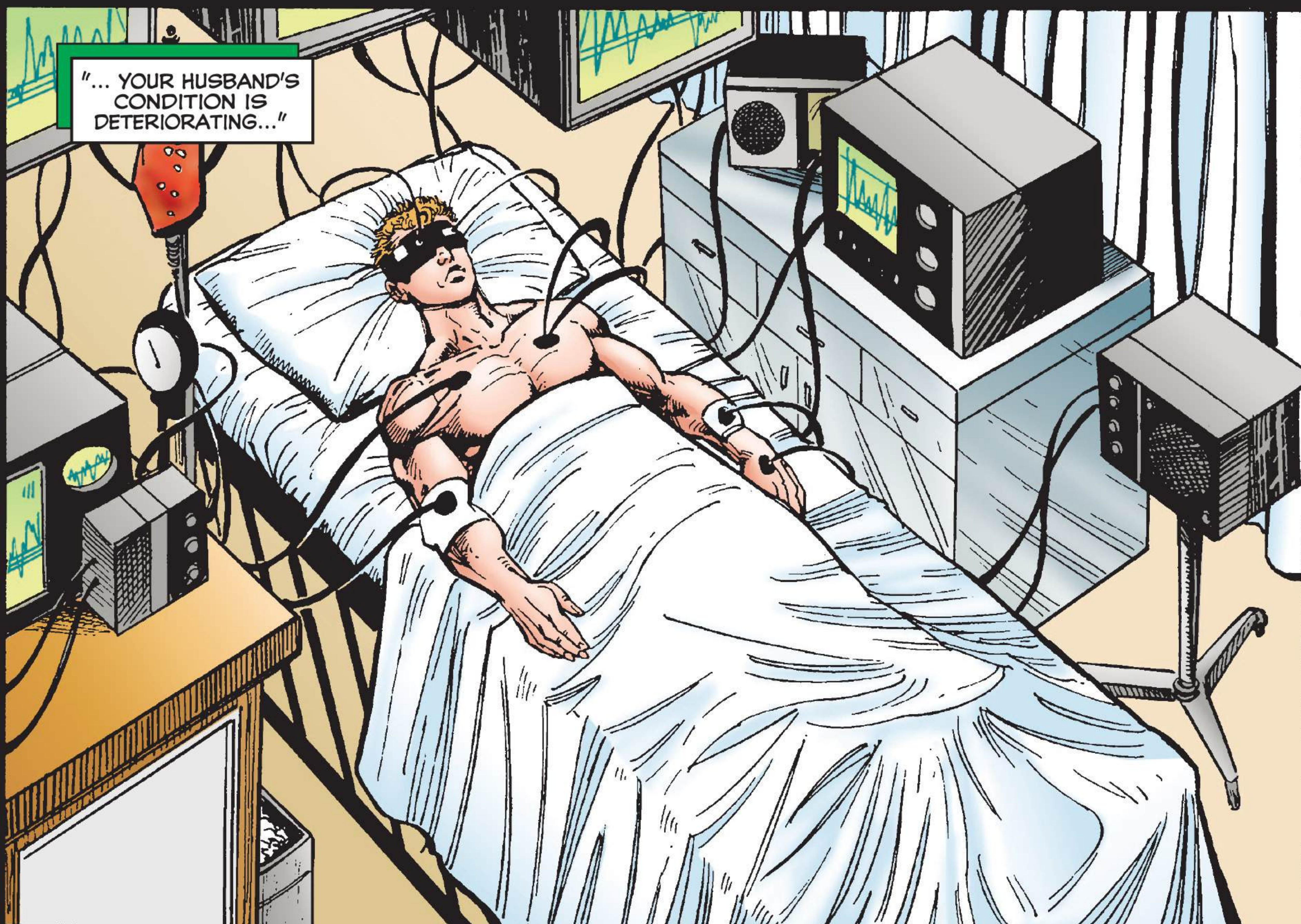
FRANKLY, IT HAS MOST OF THE HOSPITAL STAFF BAFLED. WE'VE CONTACTED SEVERAL SPECIALISTS --

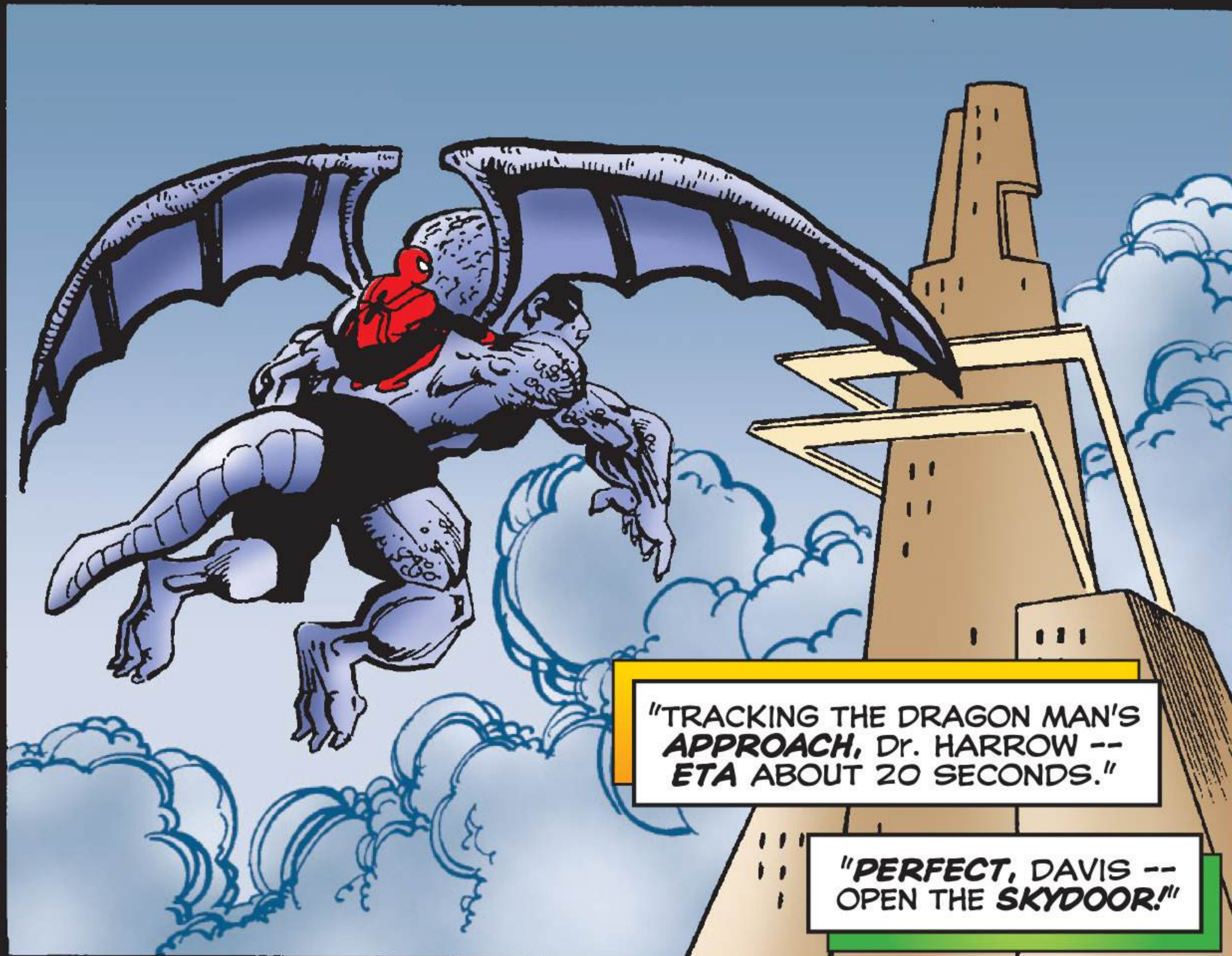
-- BUT FOR THE TIME BEING, THE BEST WE CAN DO IS TRY TO KEEP HIM STABILIZED AND COMFORTABLE.

BUT, I... I WON'T LIE TO YOU, Mrs. PARKER...



"... YOUR HUSBAND'S CONDITION IS DETERIORATING..."





"TRACKING THE DRAGON MAN'S
APPROACH, Dr. HARROW --
ETA ABOUT 20 SECONDS."

"**PERFECT**, DAVIS --
OPEN THE **SKYDOOR!**"



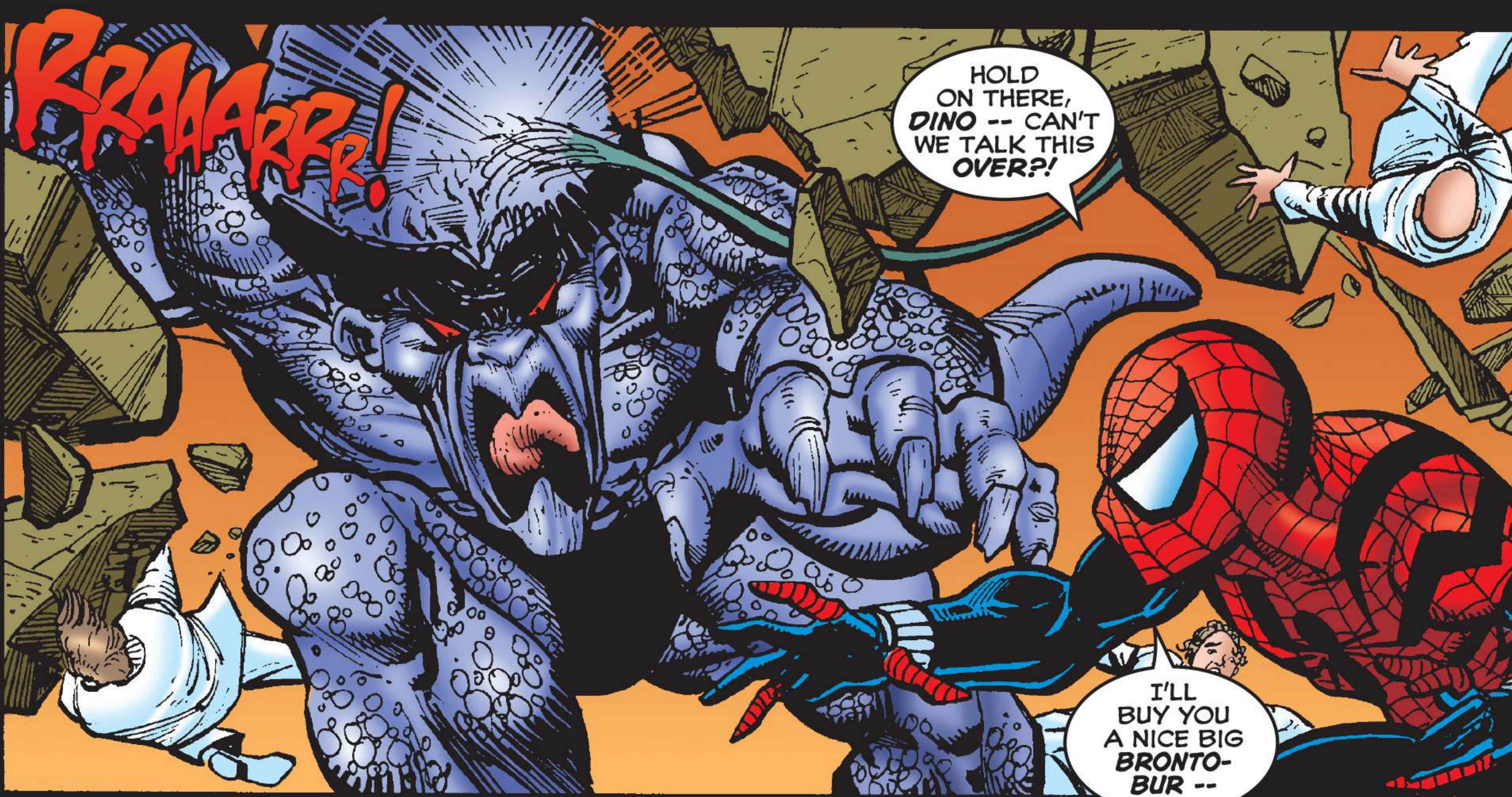
AND
WELCOME,
WELCOME,
MY PET!



BEHOLD,
GENTLEMEN!
THE **ULTIMATE**
OBJECTIVE! MY
HOLY GRAIL --

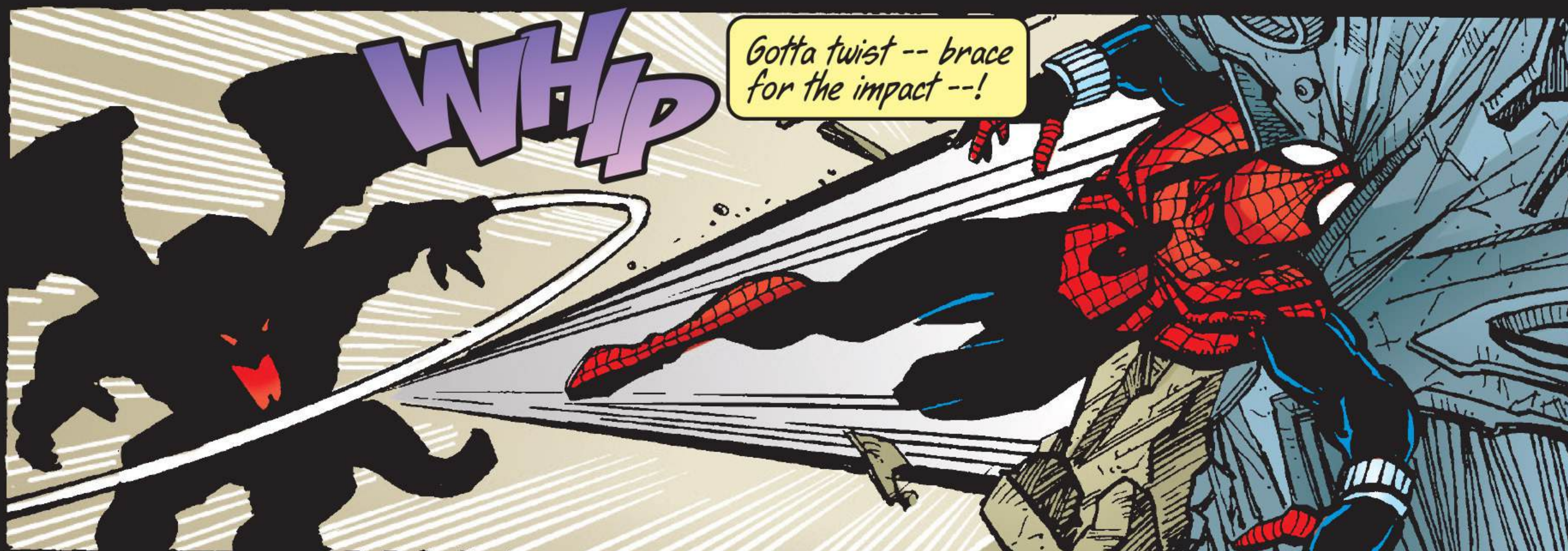
-- THE
DRAGON
MAN!

A **MIRACLE** OF
ARTIFICIAL **LIFE!** THE
ANDROID **TEMPLATE** FROM
WHICH WE WILL CAST AN
INVULNERABLE **ARMY**
OF **SYNTHETIC**
SOLDIERS!



-- GER?!

Too much DEBRIS flying around
-- couldn't DODGE in time!



Gotta twist -- brace
for the impact --!

KRAAAA!

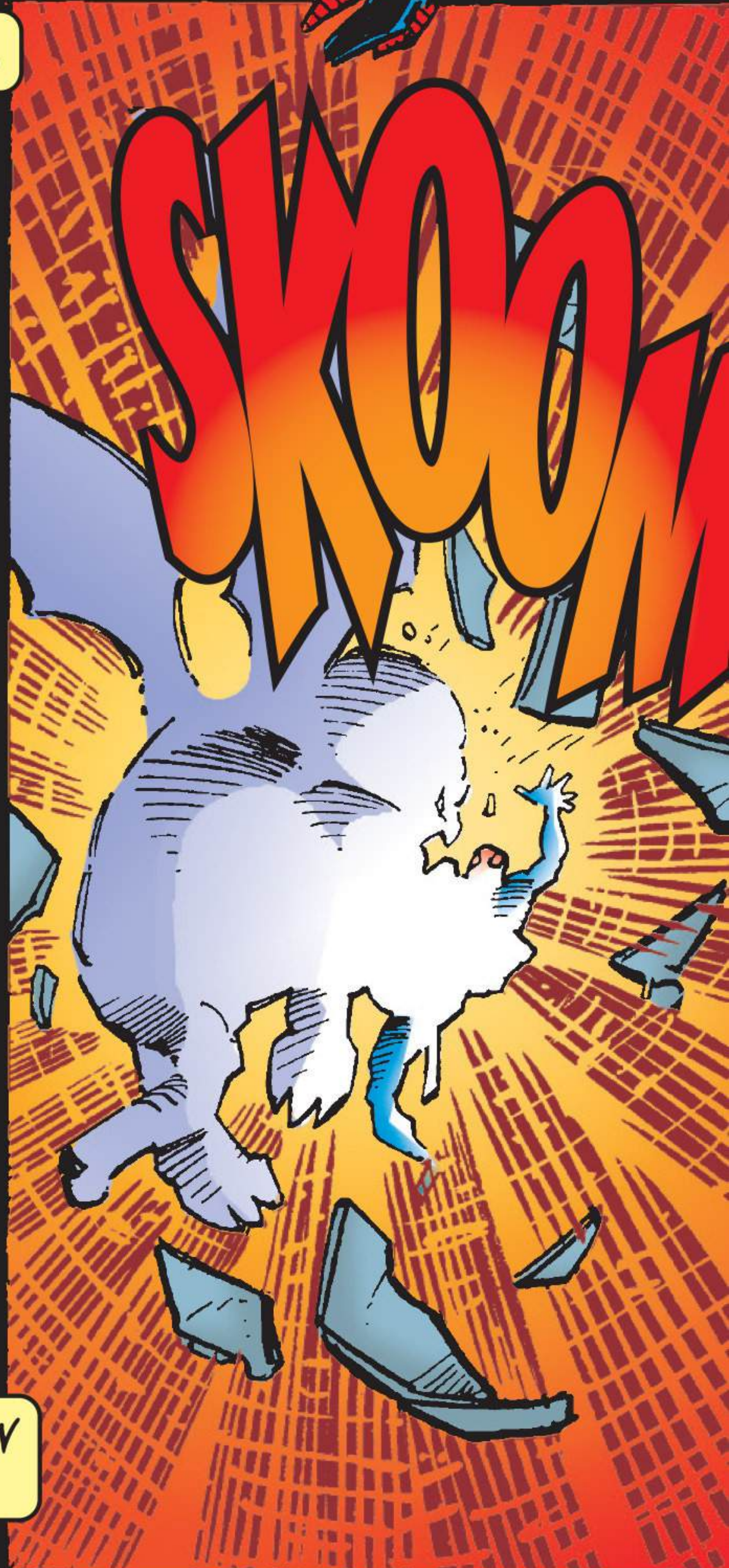
Wonderful...

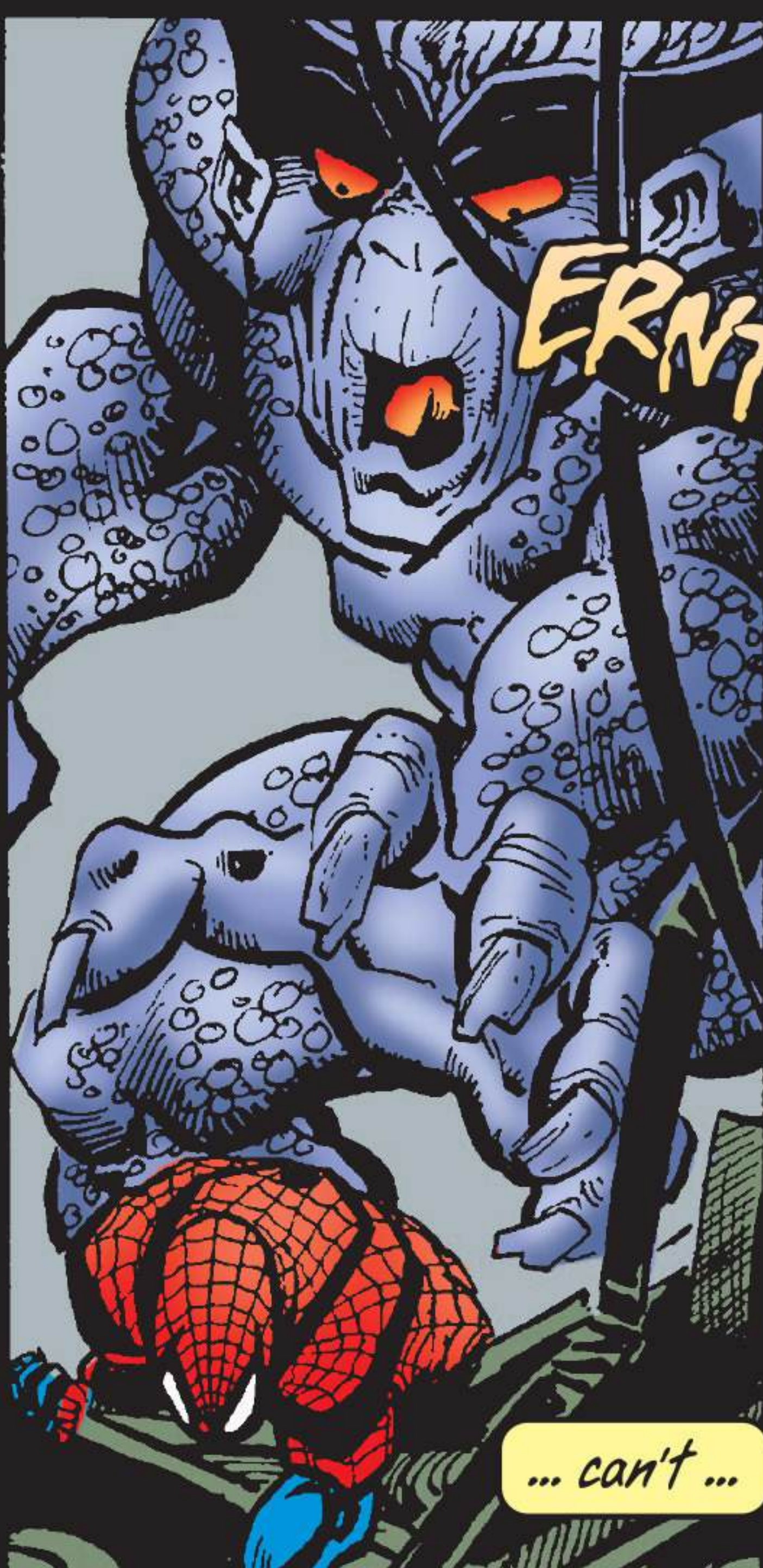
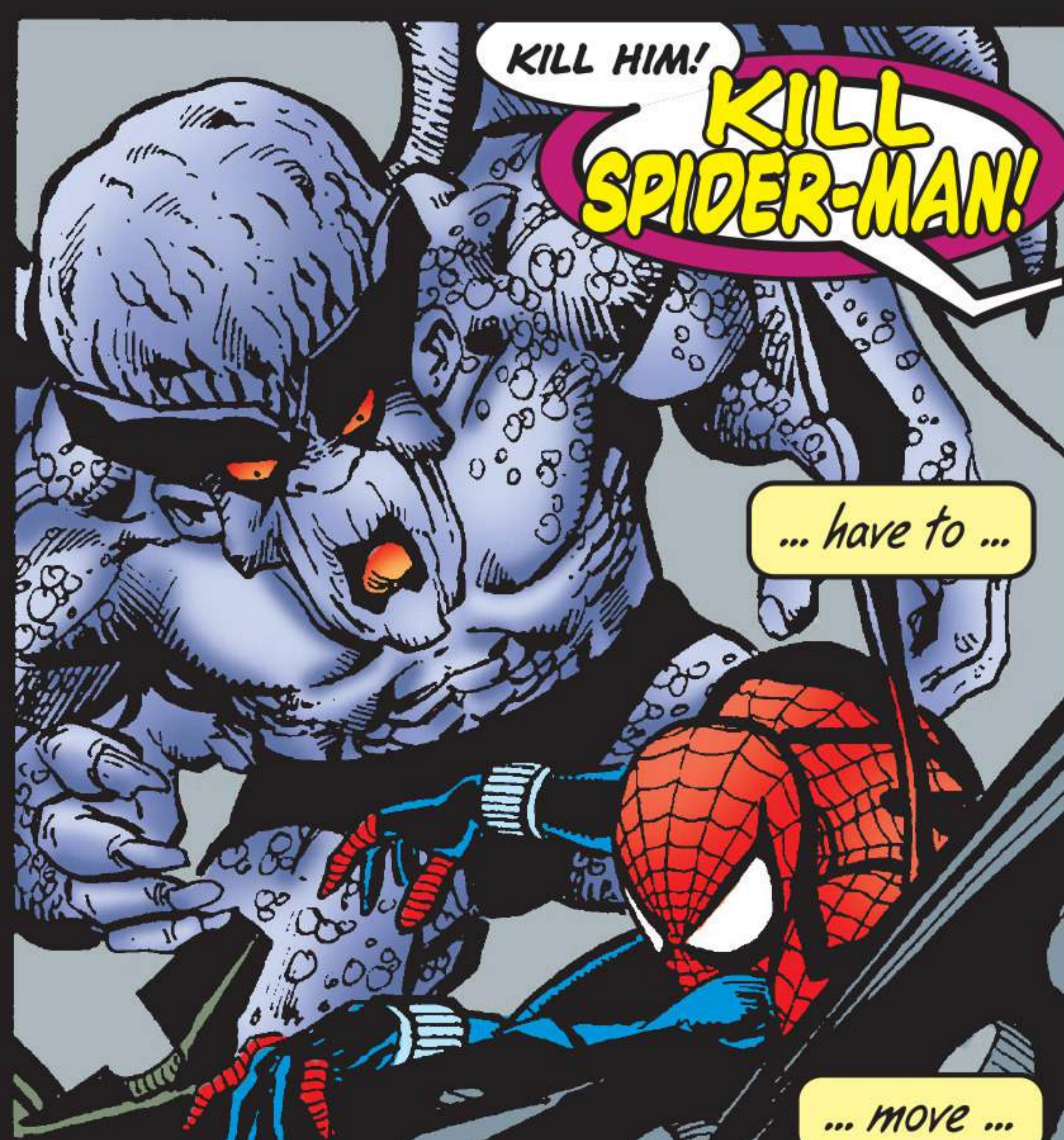
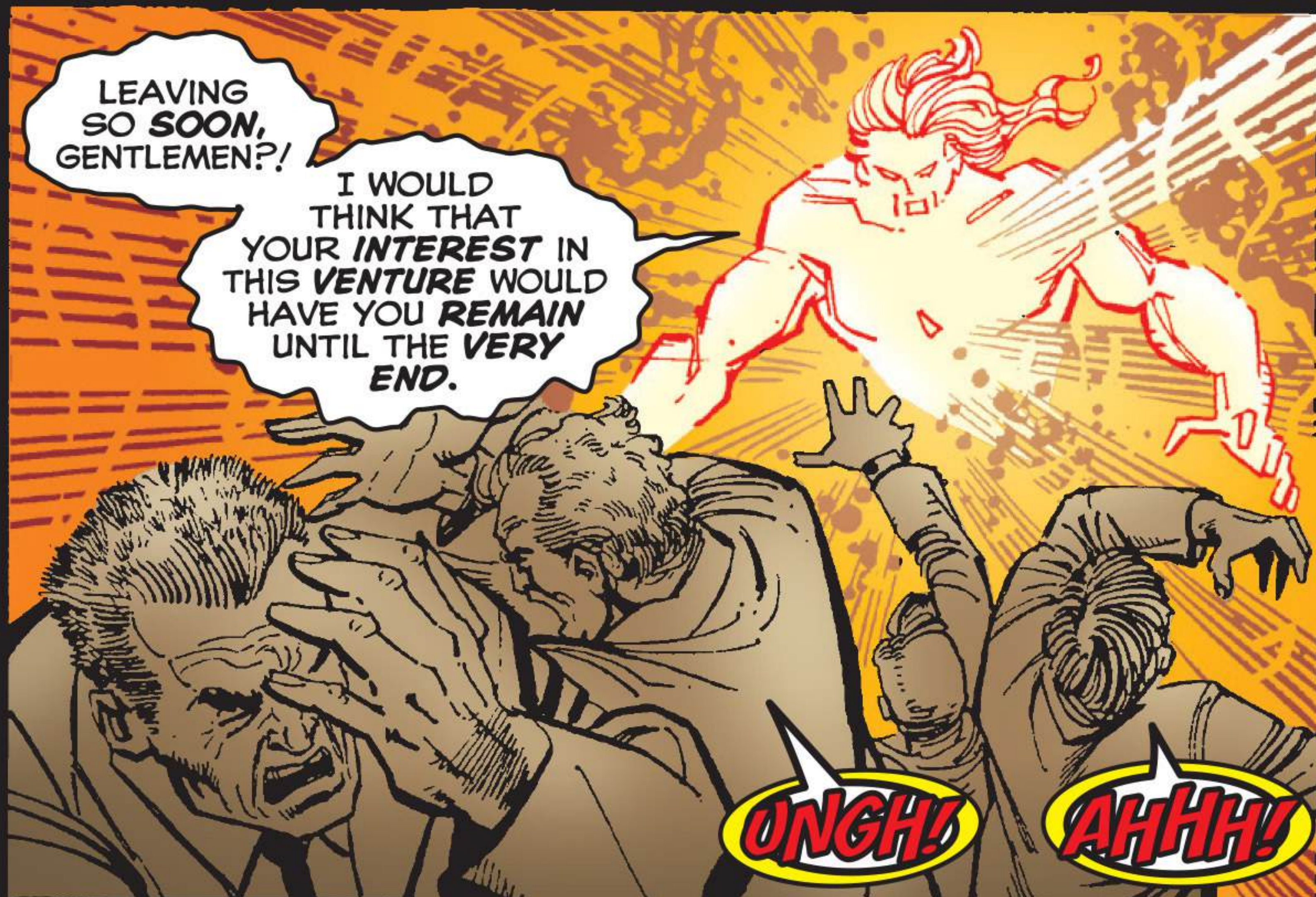
Ungh.

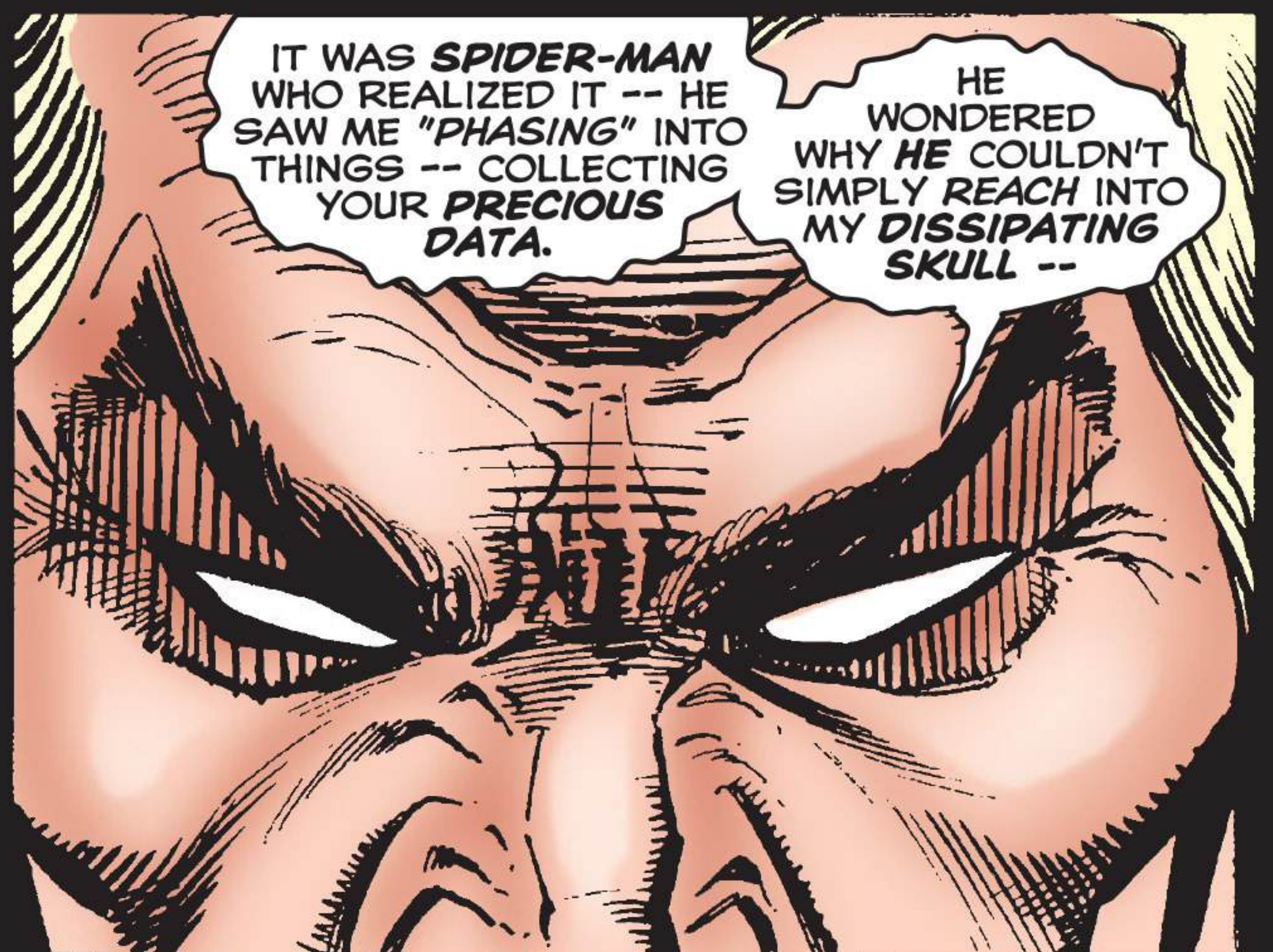
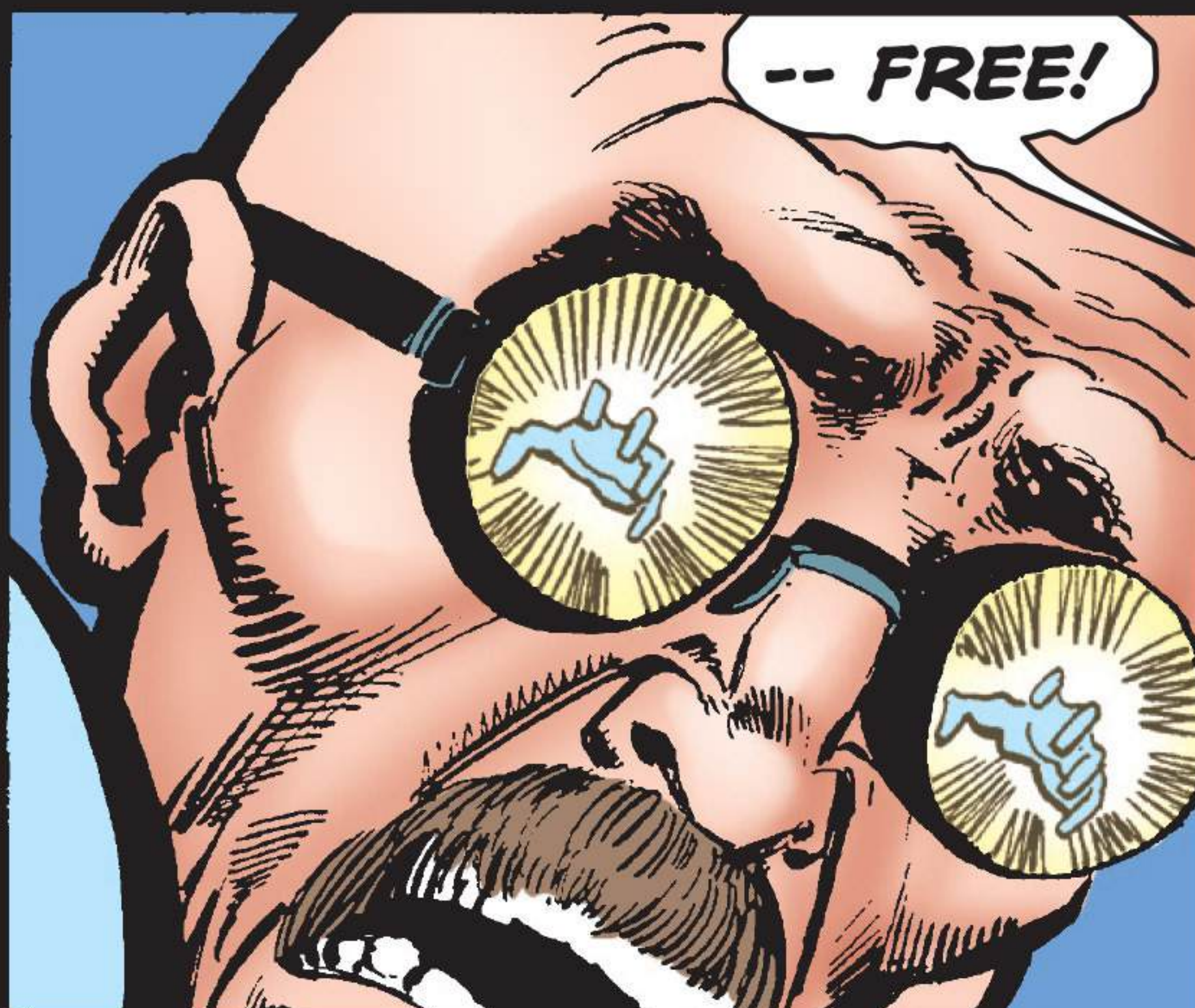
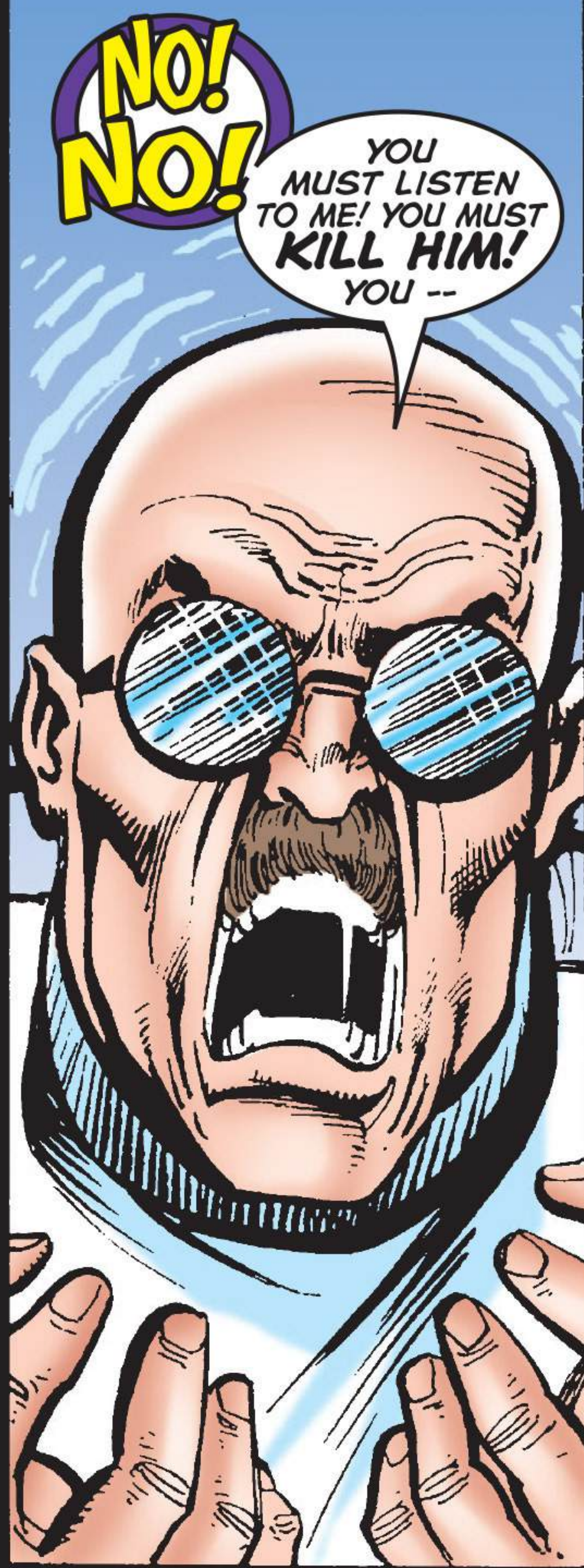
C'mon, snap OUT
OF IT, Spidey. He's
comin' back for --

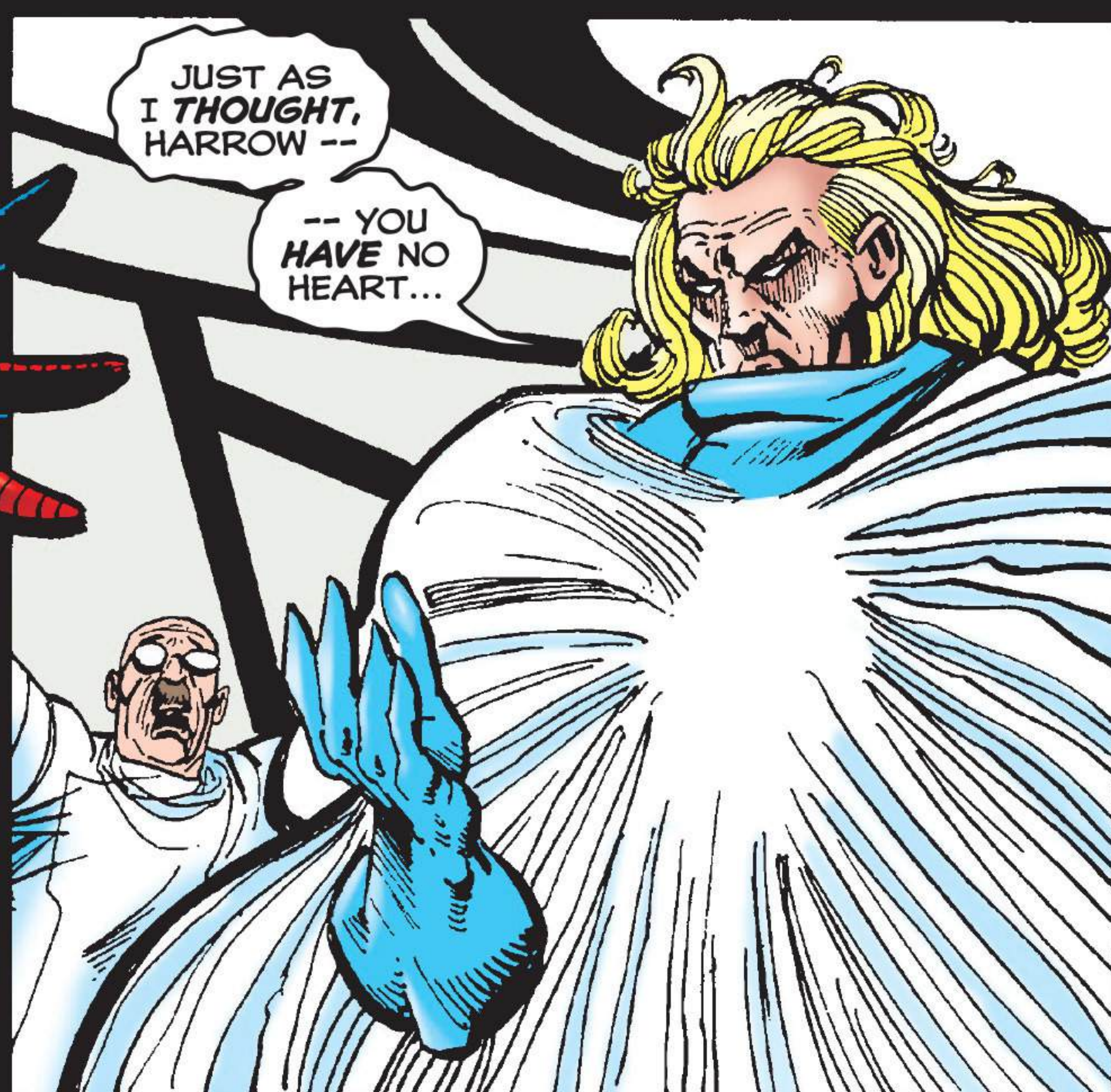
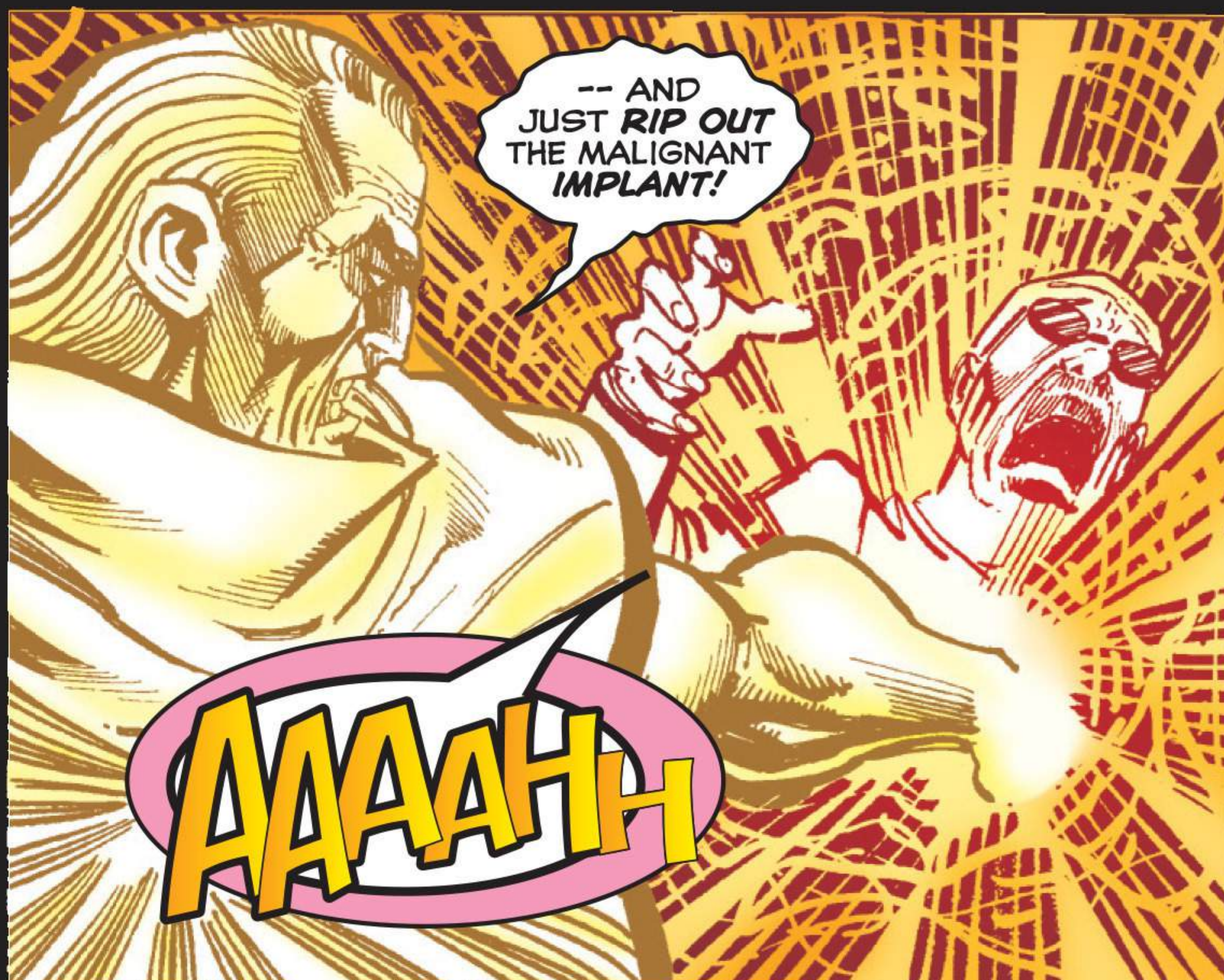
SHOCKING!

... the PROJECTION
DISH..!











WELL, WE CERTAINLY MADE A MESS HERE.

IT'LL TAKE ROXXON AWHILE BEFORE THEY CAN GET **THIS** PROJECT UNDERWAY AGAIN!

SPIDER-MAN... I CAN'T THANK YOU ENOUGH...

WHAT ARE YOU GOING TO **DO**, WISP -- NOW THAT YOU DON'T HAVE TO BE HARROW'S **SLAVE**...?



IT WILL TAKE SOME **GETTING USED TO** -- HAVING MY OWN **LIFE** -- MAKING **DECISIONS** --



"-- BUT IT'S SOMETHING I'M LOOKING FORWARD TO!"



YEAH. I GUESS ALL WE'VE GOTTA WORRY ABOUT **NOW** IS WHAT WE'RE GONNA DO WITH --



Well... okay --

-- I guess **EVERYONE'S** entitled to a life of **FREEDOM** --



-- and a **SECOND CHANCE!**

NEXT:
THE LIZARD!

MARVEL
COMICS



SPIDER-MAN

AUG '96

7

APPROVED
BY THE
COMICS
CODE
AUTHORITY

THE SENSATIONAL



SO
FAR
TO
FALL!!!



**HE HAS RACED
AGAINST TIME
BEFORE.**

**NOW HE DESPERATELY
HURLS HIMSELF THROUGH
THESE WIND-SWEPT AVENUES --**

**-- SNAPPING HIS BODY
FROM WEB-LINE TO WEB-
LINE -- FIGHTING AGAINST
THE AIR CURRENTS OF
THE ONCOMING STORM.**

**HE CURSES THE
WEATHER FOR
SLOWING HIM
DOWN --**

**-- AND CURSES
HIMSELF FOR NOT
BEING FASTER!**

**HIS NAME IS BEN
REILLY -- THE
SENSATIONAL
SPIDER-MAN --**

-- AND HIS
BROTHER
IS DYING!

His given name is **Peter Parker**. While in high school, he was bitten by a radioactive spider and endowed with amazing powers, which he has since used to protect the innocent and battle evil. Now he calls himself **Ben Reilly**, and as a costumed crimefighter he continues his crusade...for he understands that with great power must come great responsibility!

**MARY
JANE!**

STAN LEE
presents
THE SENSATIONAL
SPIDER-
MAN
in

HIGH DRAMA

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TODD DEZAGO - Writer
LUKE ROSS - Pencils
AL WILLIAMSON - Inks
RICHARD STARKINGS
& COMICRAFT - Letters
GREGORY WRIGHT - Colors
MALIBU - Enhancement
RALPH MACCHIO - Editor
BOB HARRAS - Chief

...I'M SORRY I COULDN'T GET HERE **SOONER**. I CAME AS SOON AS I GOT YOUR MESSAGE, BUT... **WHAT HAPPENED..?!**

...WHAT'S **WRONG** WITH HIM?!

THEY DON'T KNOW.

HE SAYS THAT HE HAD SOME **MUSCLE SPASMS** OVER THE PAST COUPLE OF DAYS -- NOTHING TO WORRY ABOUT...

BUT THEN LAST NIGHT, HE JUST **COLLAPSED** ON THE **KITCHEN FLOOR!**

AND THE **DOCTORS** DON'T KNOW WHAT'S **CAUSING** IT... ONLY THAT HIS CONDITION IS **DETERIORATING**. THEY'RE CALLING IN SOME **SPECIALISTS** --

-- BUT ALL THEY CAN DO RIGHT NOW IS KEEP HIM **STABILIZED** AND GIVE HIM SOMETHING FOR THE **PAIN**.

IN SPIDER-MAN
#70 - Rx Ralf.

MJ, I KNOW IT'S STUPID TO TELL YOU NOT TO WORRY. HE IS YOUR HUSBAND, BUT... **DON'T WORRY**. PETER CAN BEAT THIS, HE'S **STRONG**. HE'S BEEN THROUGH A LOT...

-- BUT HE DOESN'T **HAVE** HIS POWERS ANYMORE, BEN --

-- AND WHATEVER THIS IS...
... IT'S **KILLING** HIM!

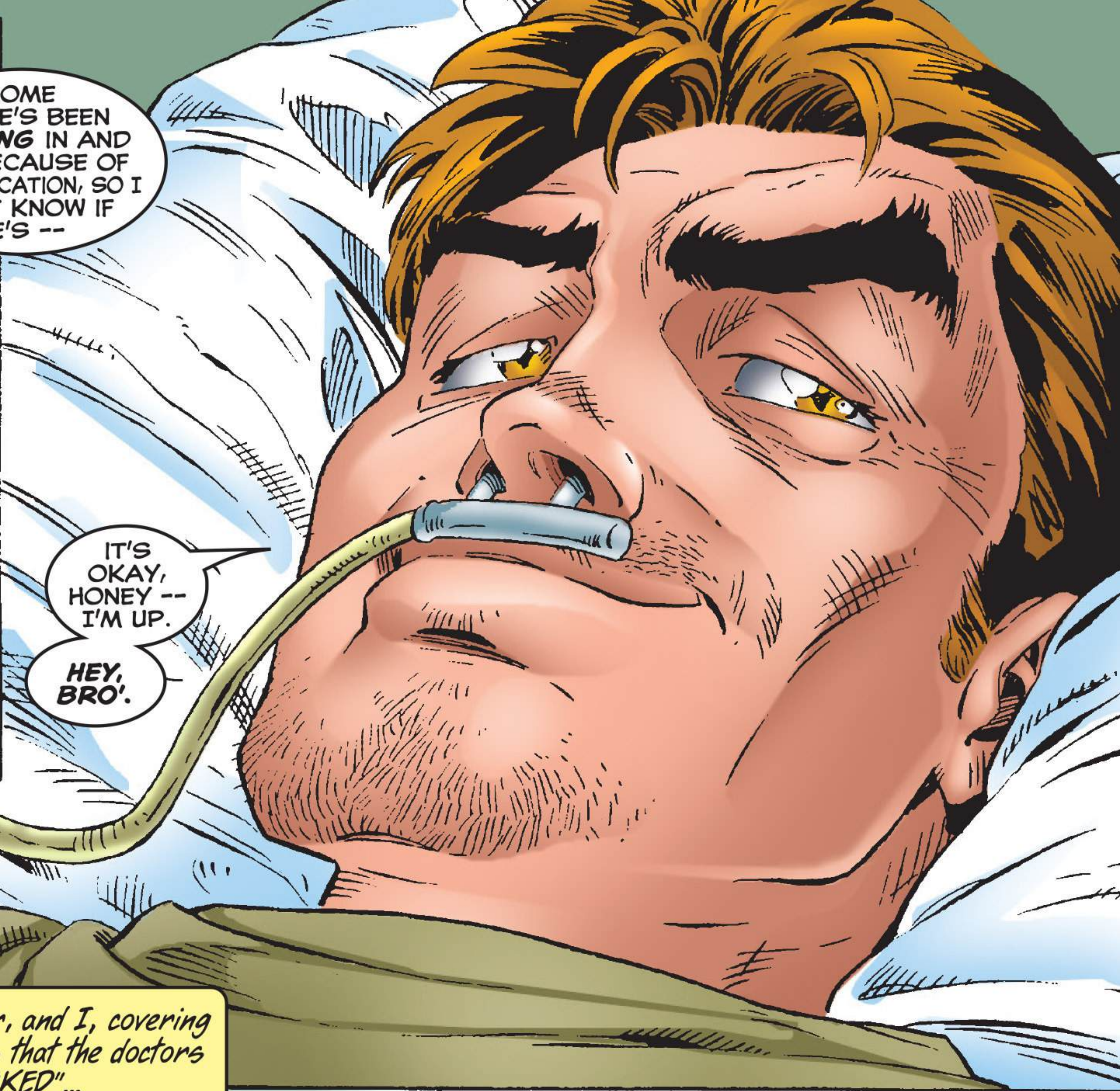
HE'S BEEN THROUGH A LOT AS **SPIDER-MAN** --



COME ON. HE'S BEEN **DRIFTING** IN AND OUT BECAUSE OF THE MEDICATION, SO I DON'T KNOW IF HE'S --

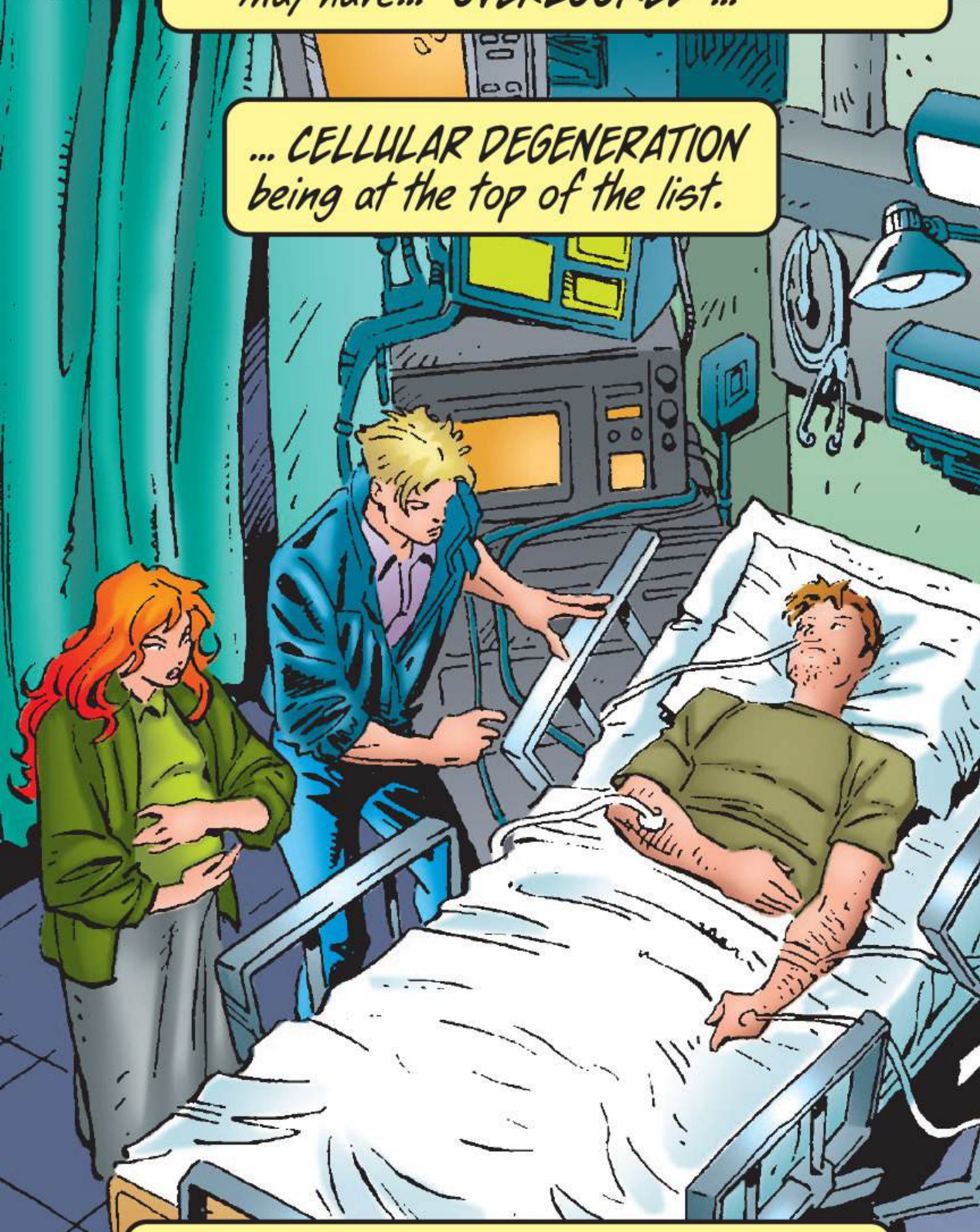
IT'S OKAY, HONEY -- I'M UP.

HEY, BRO'.



We talk for awhile, Peter, and I, covering some of the possibilities that the doctors may have... "OVERLOOKED"...

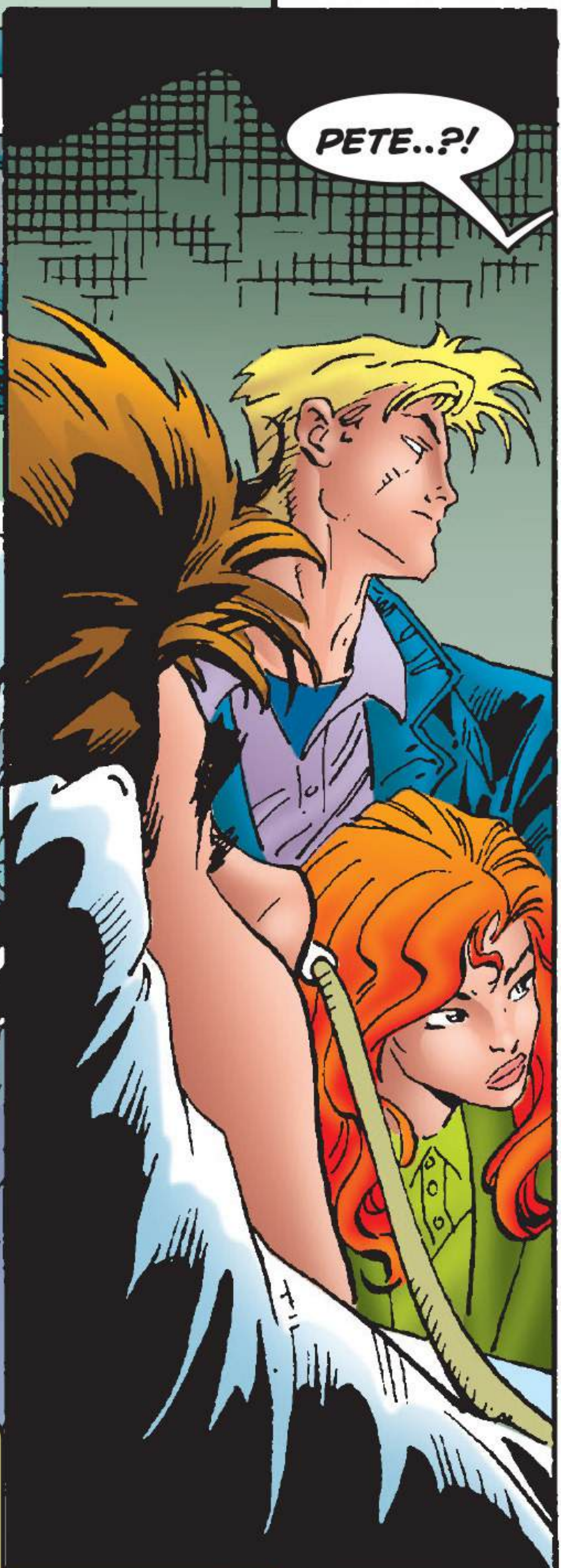
... **CELLULAR DEGENERATION** being at the top of the list.



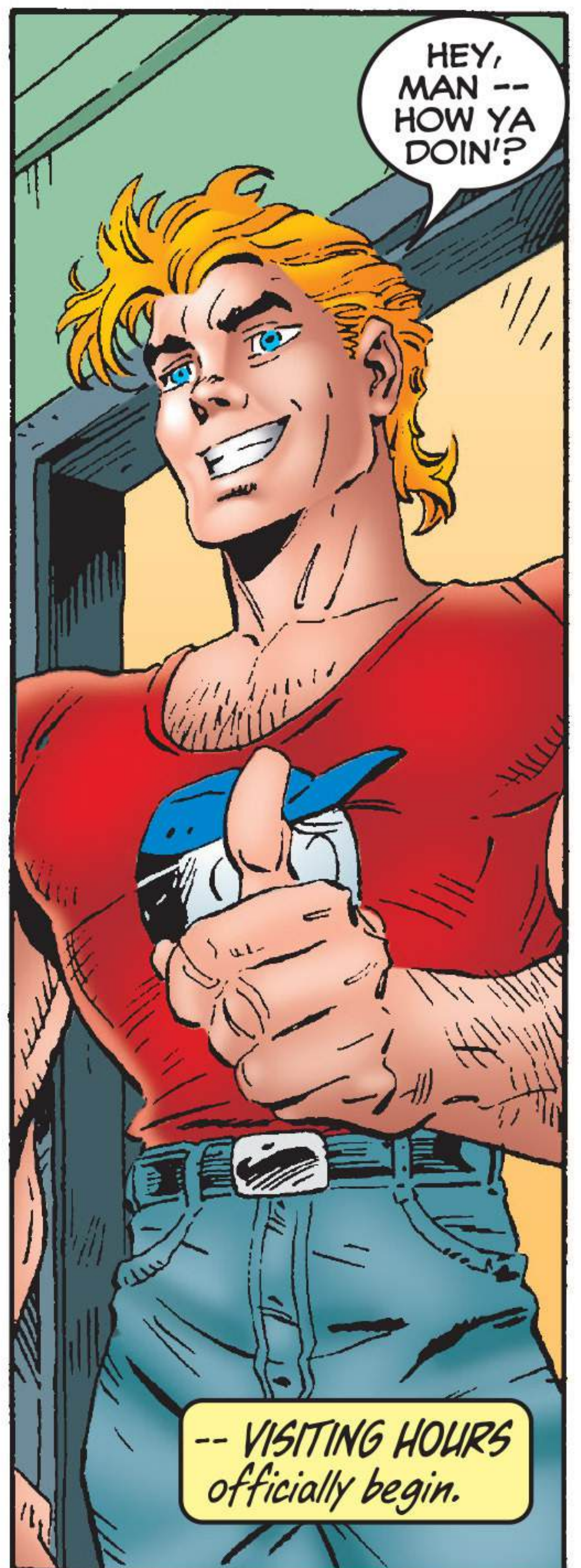
Peter is a **CLONE** possessing my genetic info, and while he may have recently **LOST** his **SPIDER-LIKE POWERS** --

--it still leaves him with a rather... **UNIQUE**... physiology.

I'm telling him that I'll take some **SAMPLES**, run some **TESTS** of my own, 'cause I've got the same science background he does, when --

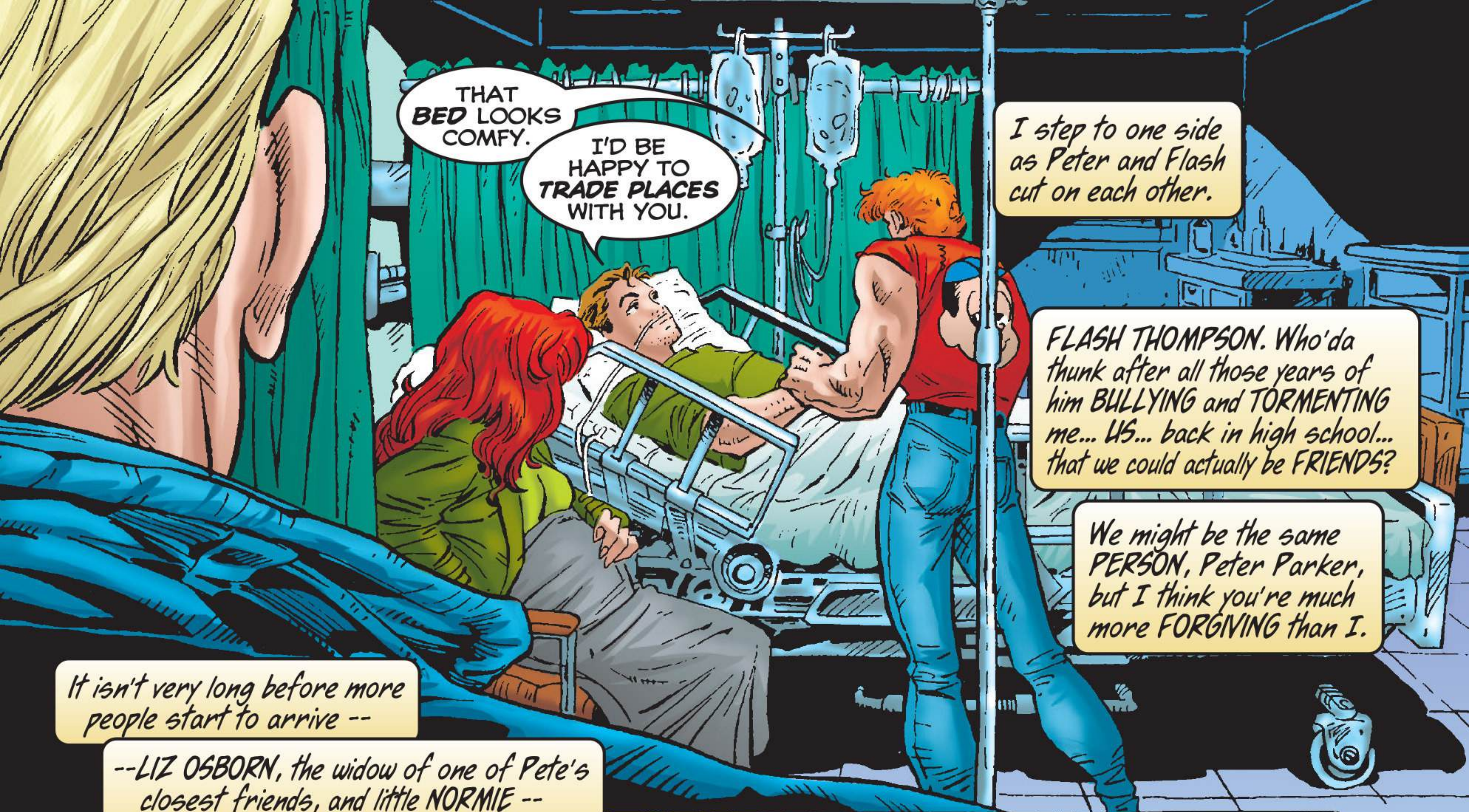


PETE...?!



HEY, MAN -- HOW YA DOIN'?

-- **VISITING HOURS** officially begin.



THAT
BED LOOKS
COMFY.

I'D BE
HAPPY TO
TRADE PLACES
WITH YOU.

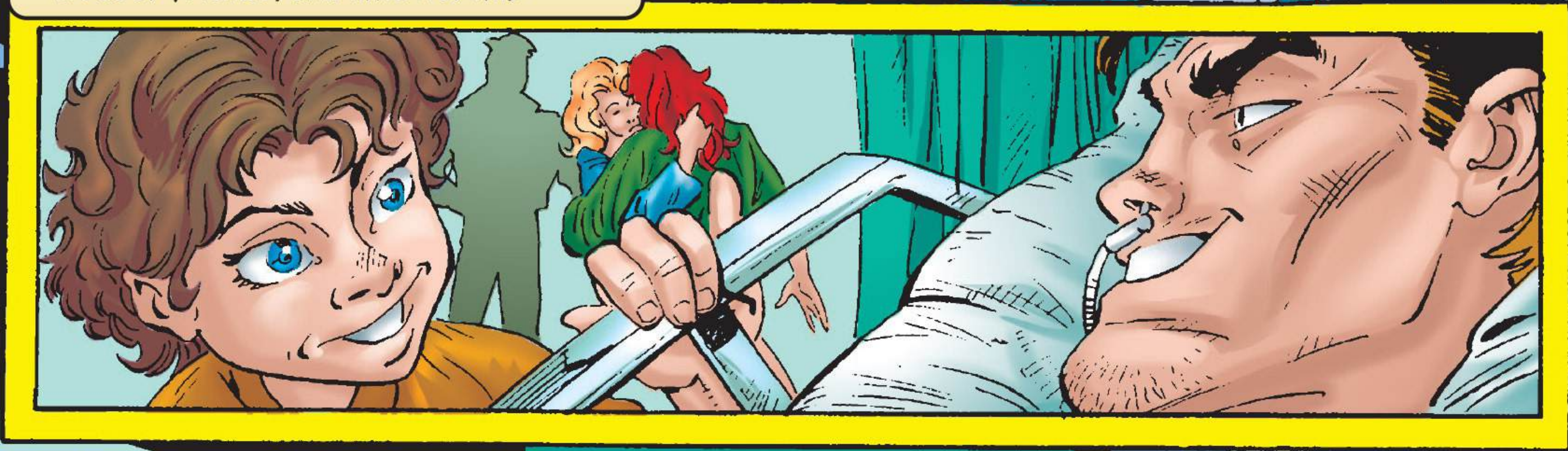
I step to one side
as Peter and Flash
cut on each other.

FLASH THOMPSON. Who'da
thunk after all those years of
him BULLYING and TORMENTING
me... US... back in high school...
that we could actually be FRIENDS?

We might be the same
PERSON, Peter Parker,
but I think you're much
more FORGIVING than I.

It isn't very long before more
people start to arrive --

--LIZ OSBORN, the widow of one of Pete's
closest friends, and little NORMIE --

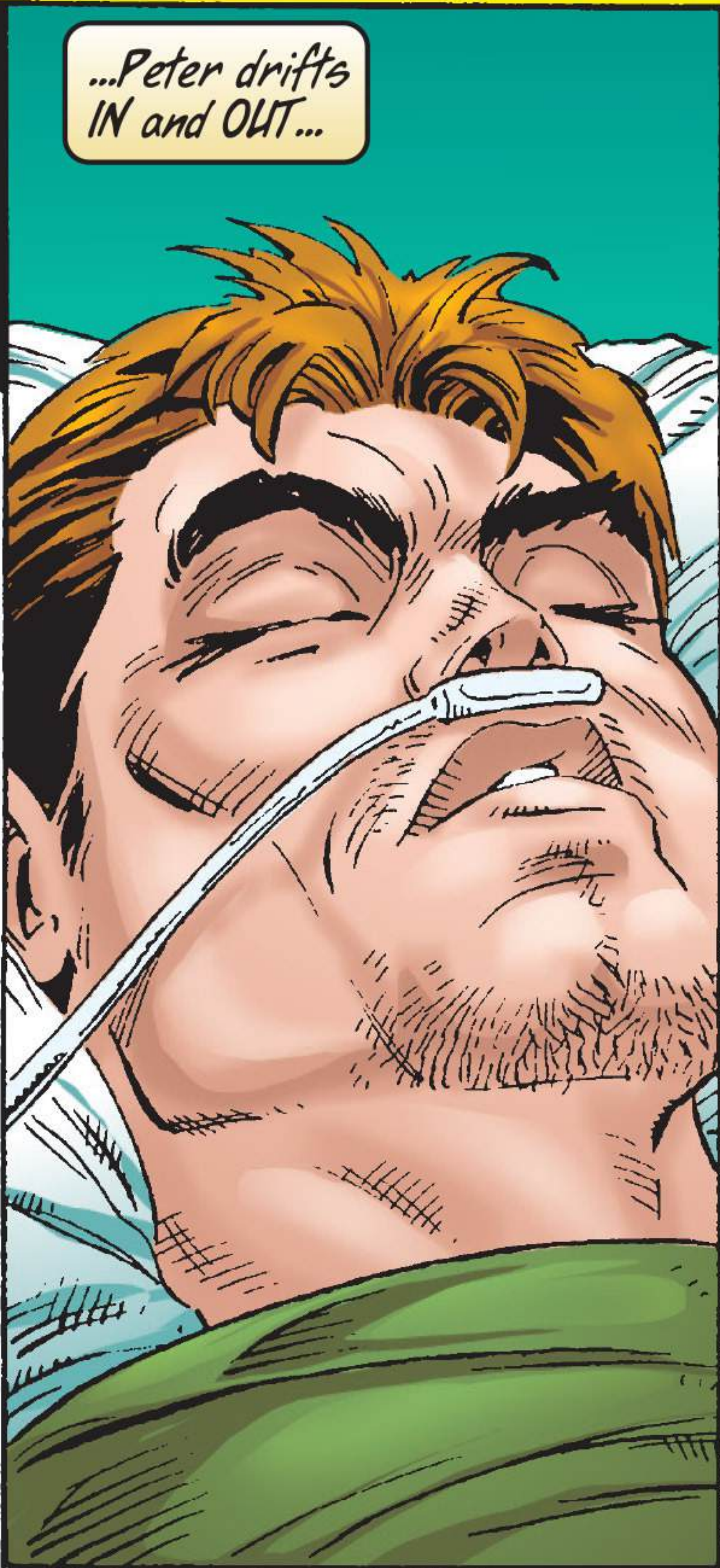


-- and I notice
something... well...

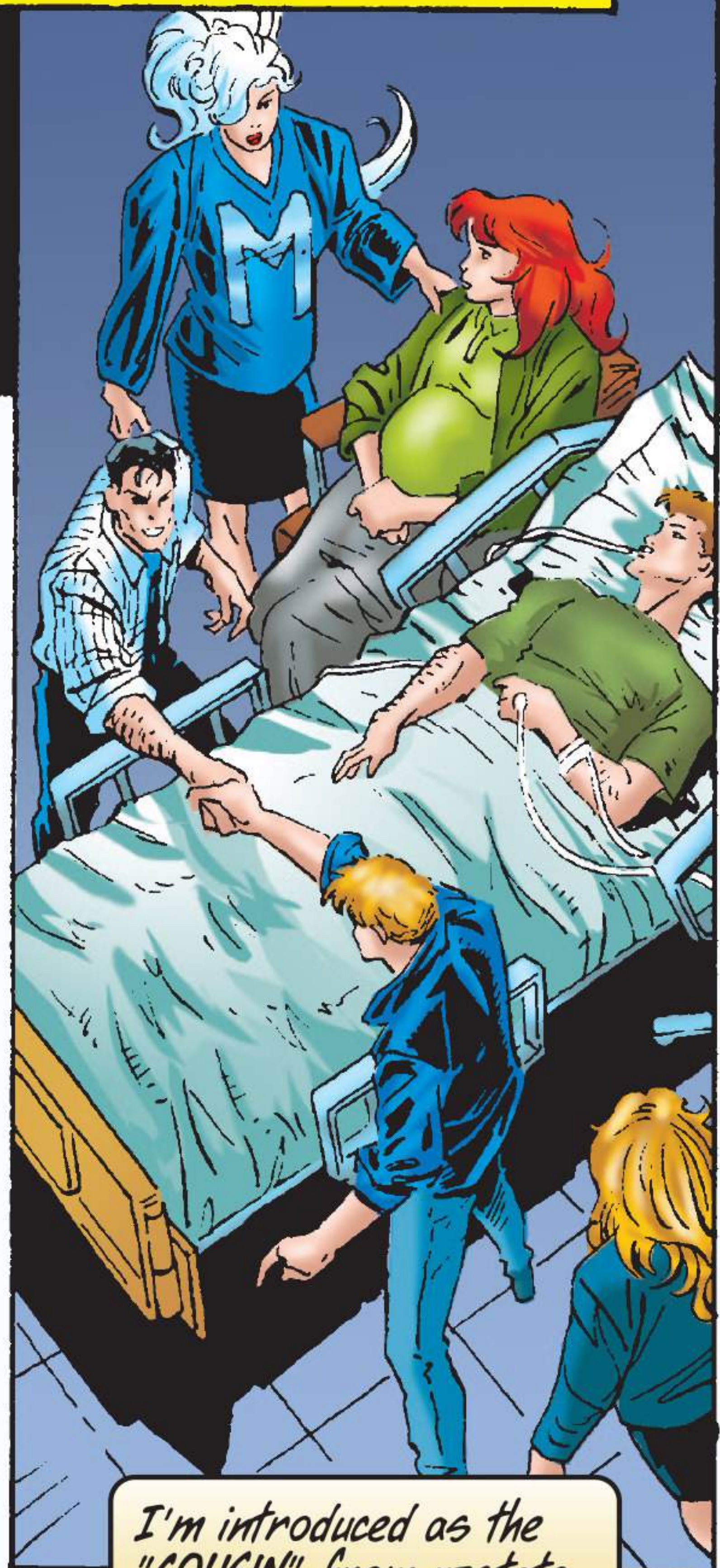
... COOL ...

... is happening.

OLD FRIENDS and new continue
to show up, offering SMILES
and words of COMFORT and
SUPPORT...



...Peter drifts
IN and OUT...



I'm introduced as the
"COUSIN" from upstate...

And I realize that
these PEOPLE --

-- ROBBIE and BETTY,
FELICIA and ELLIS,
ANGELA and BEN --

-- they're not here because
they FEEL they SHOULD BE,
OBLIGATED to look in on
a SICK FRIEND --

-- they're here
because they CARE.

Oh, not ALL of it. But I think
a good part of your LIFE is
defined by your FRIENDS --
by those who LOVE YOU.

It makes me HAPPY
to see the life Peter
and Mary Jane have.

And for just
a second, I
WONDER...

...if they know how
LUCKY they are...

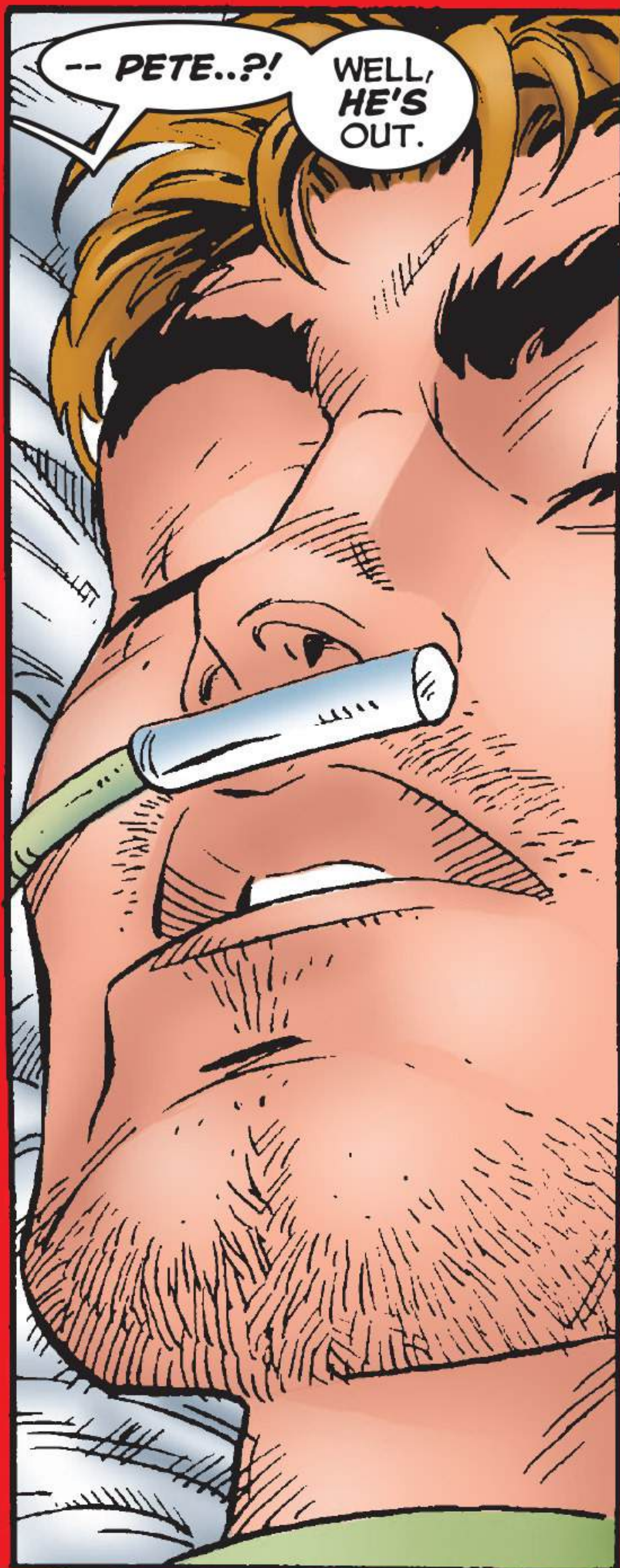
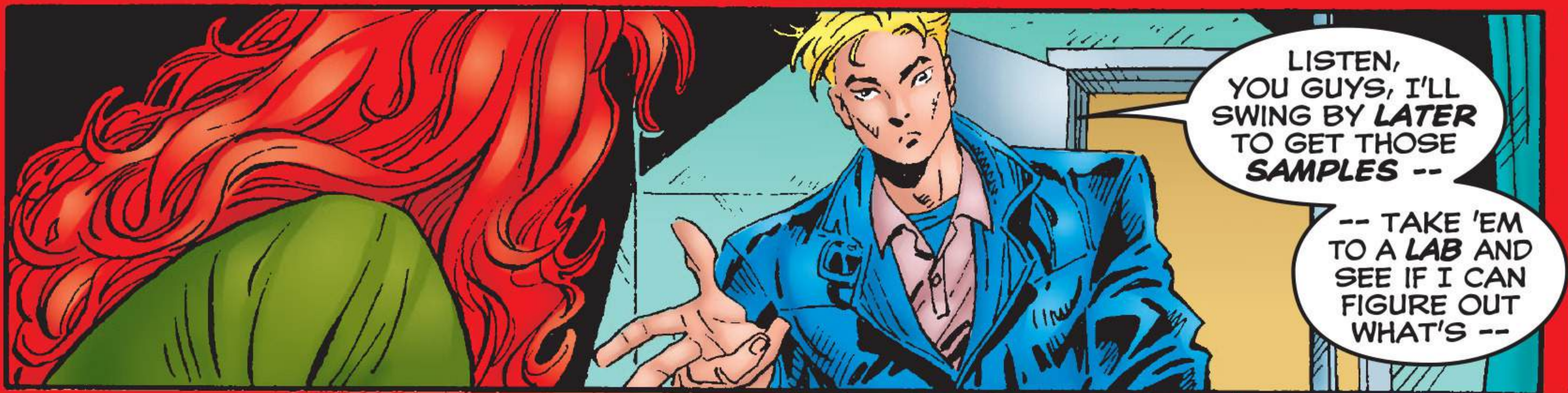
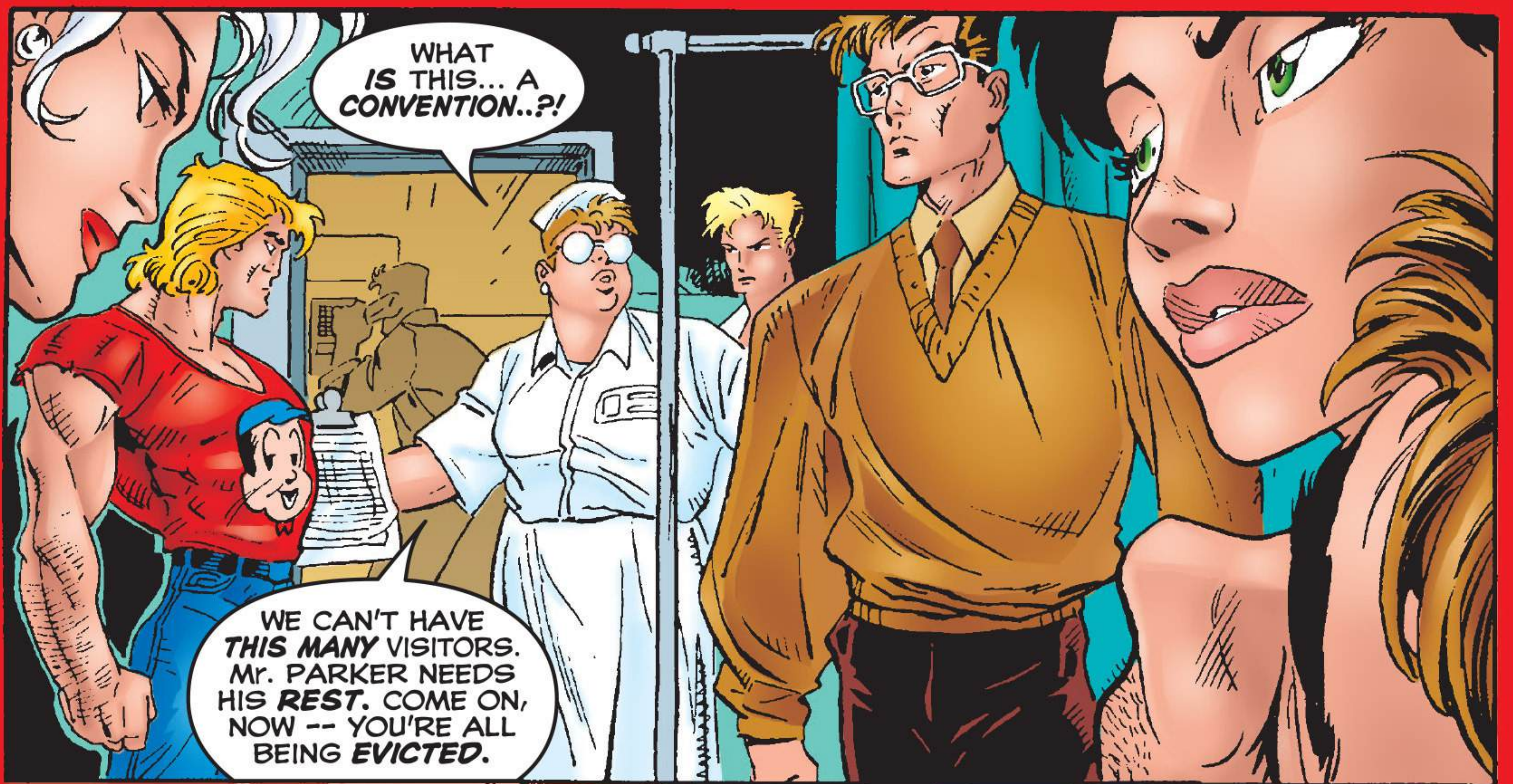
...how LOVED
they are..?

I don't have to
wonder for LONG.

For PETER.

For MARY
JANE.

This is their
WORLD.





-- WHOA...!

Well, HERE'S a guy
who doesn't do things
HALFWAY...

THUP
THUP
THUP
THUP

THUP
THUP
THUP
THUP
THUP

He's positioned himself
so far up the AERIAL
TOWER that he's made
himself completely
INACCESSIBLE!

With the STORM moving
in, the WIND is just
RIPPING at him --

-- and it's also keeping
the 'COPTERS at bay, so
the COPS can't get close
enough to TALK HIM DOWN!

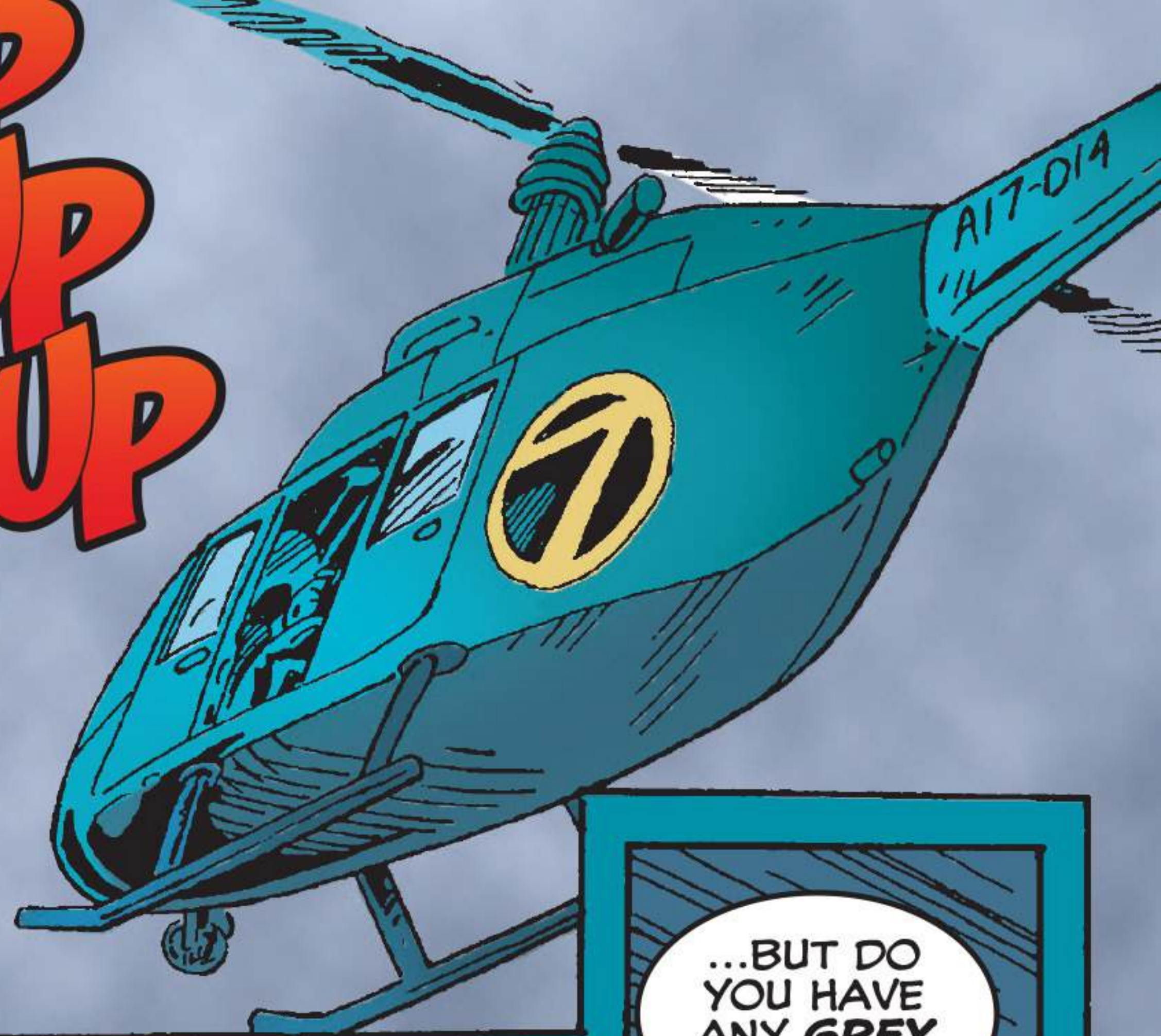
Nobody can
get to him!

Well...



...NOT
NOBODY.

THUP
THUP
THUP

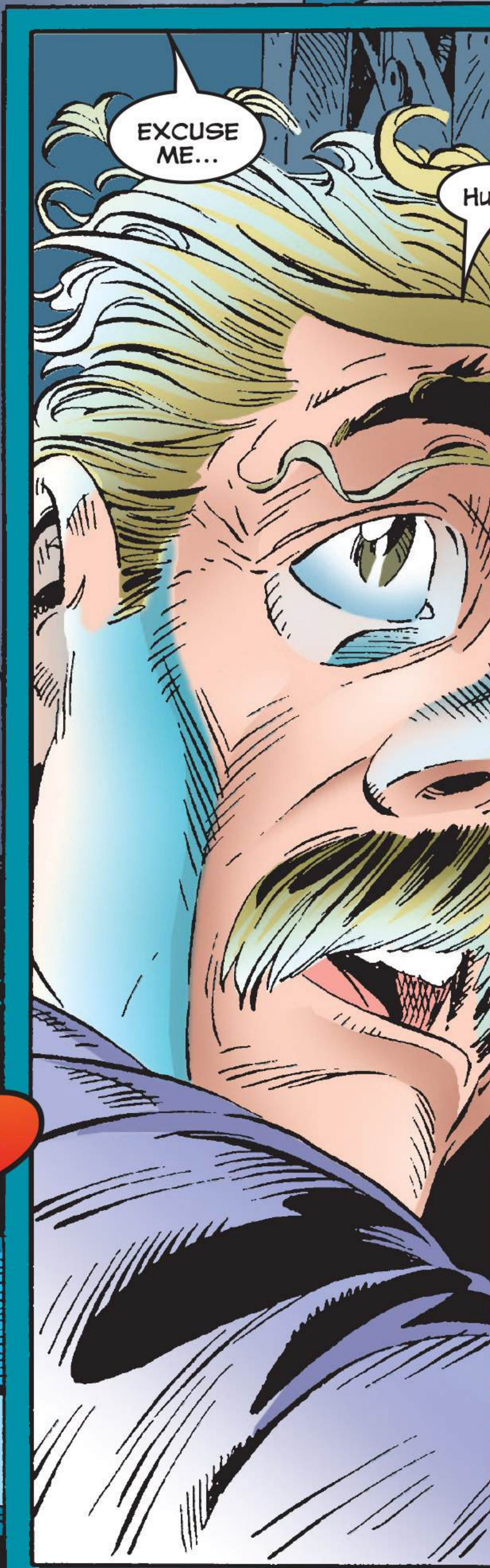


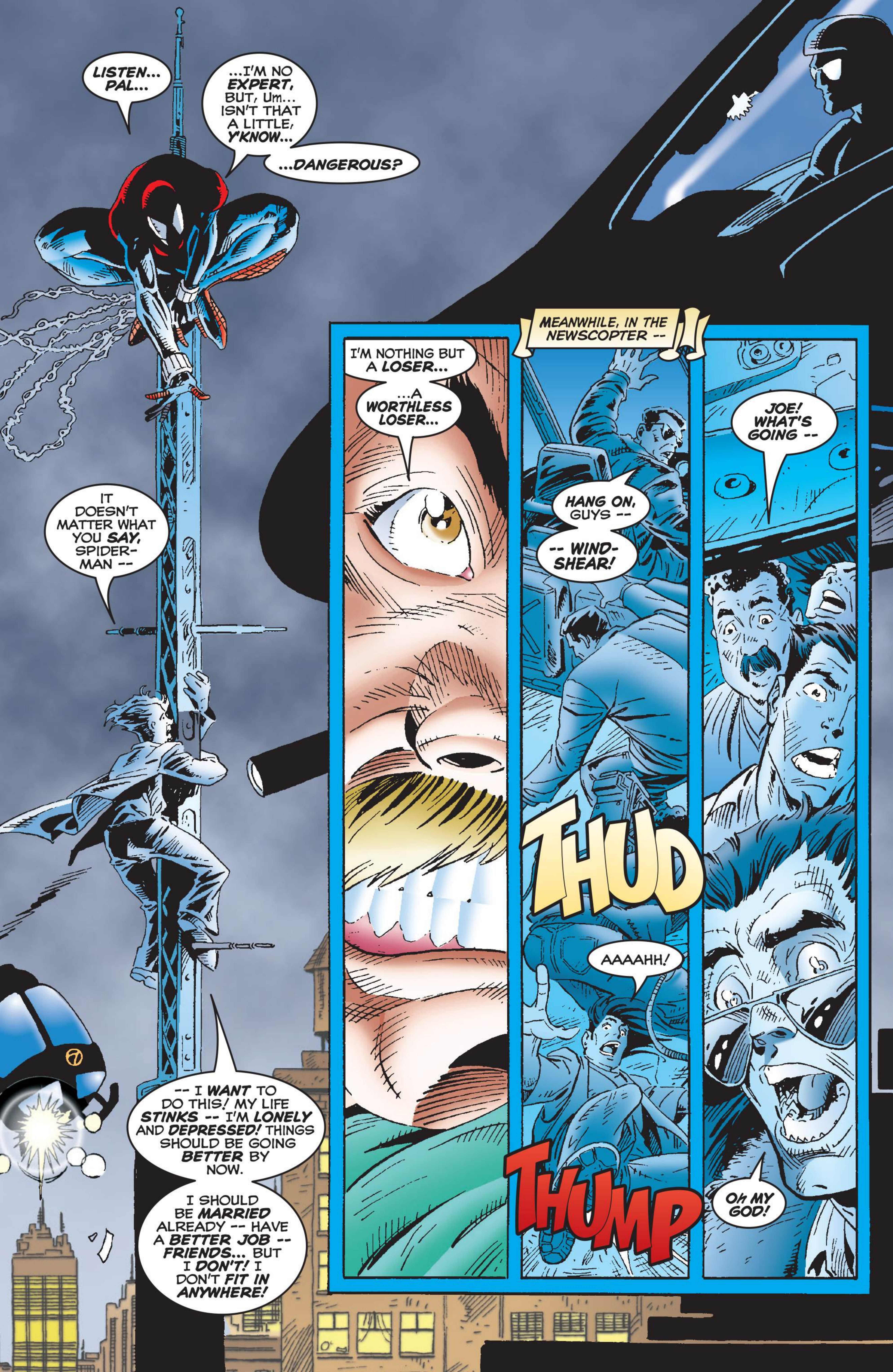
...BUT DO
YOU HAVE
ANY **GREY**
POUPON?

EXCUSE
ME...

Huh?

THUP
THUP
THUP
THUP





LISTEN...
PAL...

...I'M NO
EXPERT,
BUT, Um...
ISN'T THAT
A LITTLE,
Y'KNOW...

...DANGEROUS?

IT
DOESN'T
MATTER WHAT
YOU SAY,
SPIDER-
MAN --

-- I WANT TO
DO THIS! MY LIFE
STINKS -- I'M LONELY
AND DEPRESSED! THINGS
SHOULD BE GOING
BETTER BY
NOW.

I SHOULD
BE MARRIED
ALREADY -- HAVE
A BETTER JOB --
FRIENDS... BUT
I DON'T! I
DON'T FIT IN
ANYWHERE!

I'M NOTHING BUT
A LOSER...

...A
WORTHLESS
LOSER...

MEANWHILE, IN THE
NEWSCOPTER --

HANG ON,
GUYS --
-- WIND-
SHEAR!

THUD

THUMP

JOE!
WHAT'S
GOING --

AAAAHH!

Oh MY
GOD!

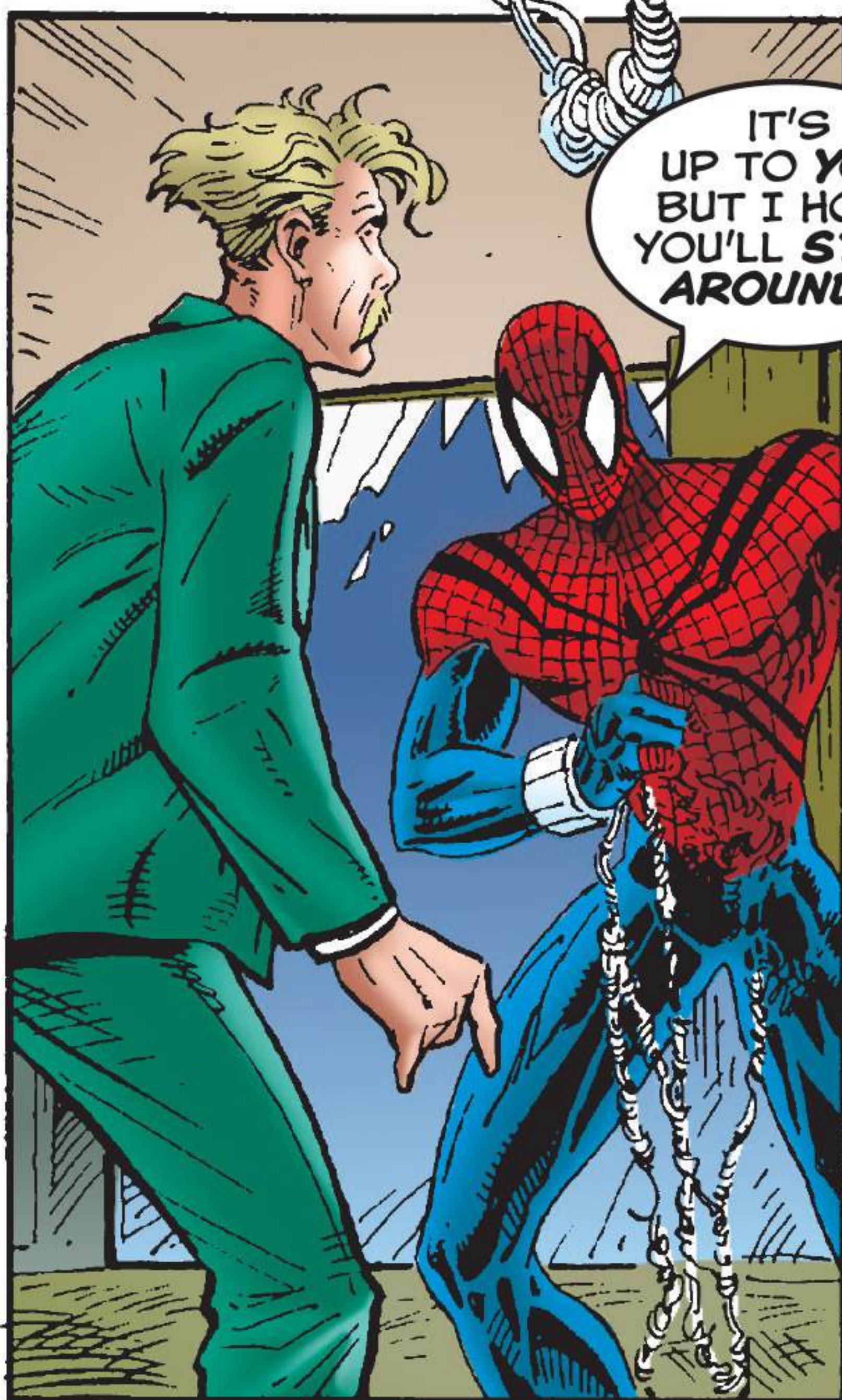
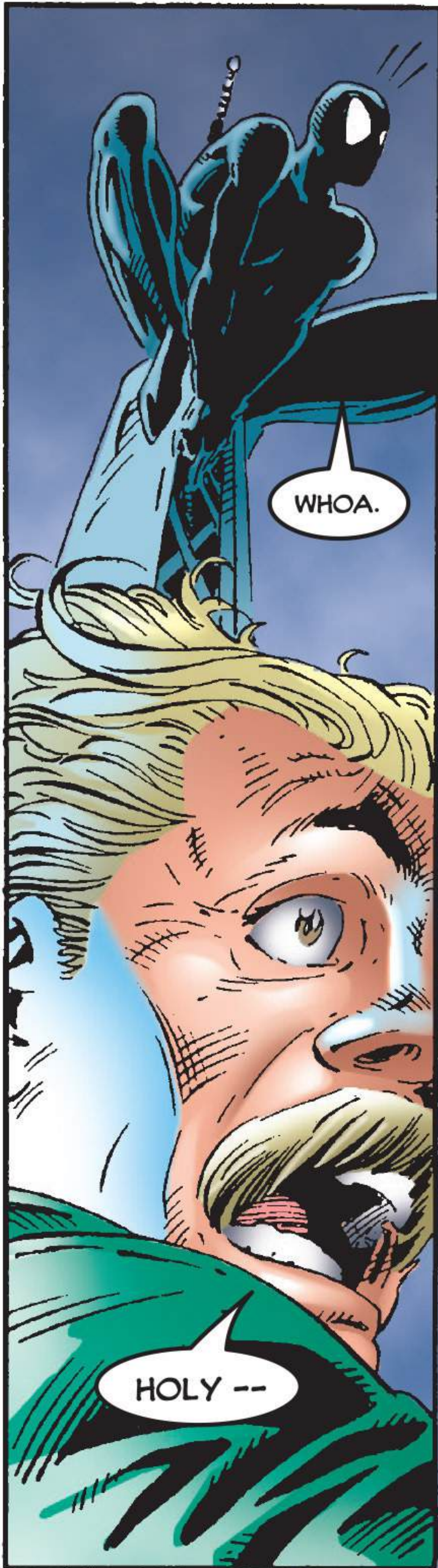
THUP
THUP
THUP
THUP

PULL UP!
PULL UP!



I CAN'T!
I DON'T...





CRASH and BURN.

The Copter's WEDGED into the building PRETTY GOOD -- but rather than take any CHANCES --

--I think I'll throw on a couple strands of WEBBING --

-- just to give it a little EXTRA SUPPORT --

-- before I start pulling people OUT OF THERE!

OKAY -- HOW WE DOIN' IN THERE?

THE PILOT NEEDS HELP AND THE FIRE'S SPREADING!

YOU'VE GOTTA GET US OUT OF HERE!

I'M ON IT! JUST EVERYBODY STAY CALM. WHATEVER YOU DO, DON'T --

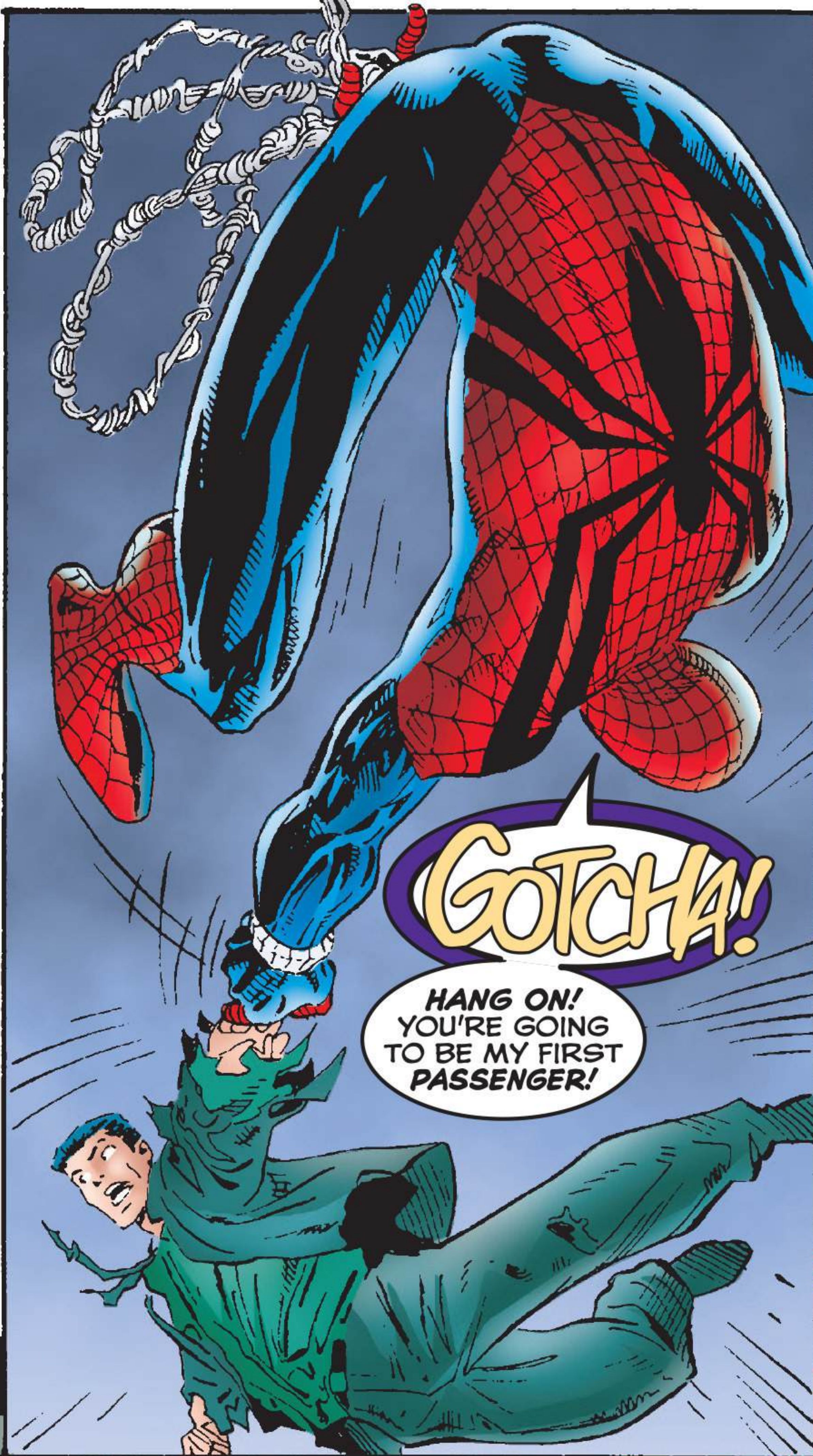
MOVE!

RRUNK



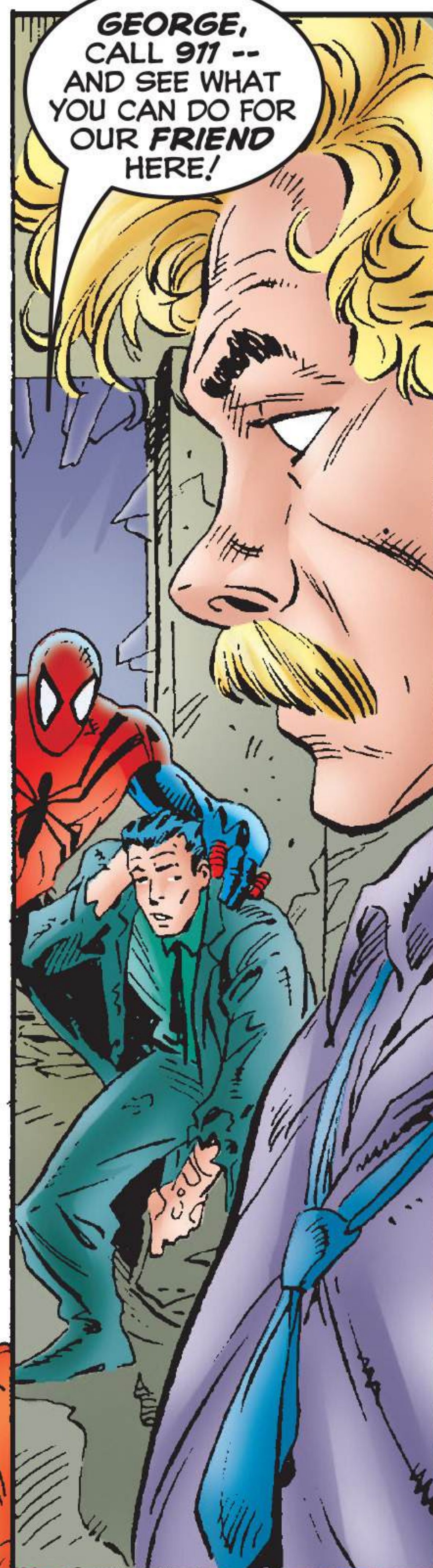
AAHHH!

Weight's **SHIFTED** --
the whole copter's
TIPPING!



GOTCHA!

HANG ON!
YOU'RE GOING
TO BE MY FIRST
PASSENGER!



GEORGE,
CALL 911 --
AND SEE WHAT
YOU CAN DO FOR
OUR **FRIEND**
HERE!



MEANWHILE,
SEVERAL
BLOCKS
OVER..

I JUST
THINK WE
SHOULD WAIT
UNTIL --



NNGH.

UNGHN!

NURSE!

NURSE!

SOMEBODY --

--HELP!

The fire's KICKING UP -- ENGULFING the helicopter --

-- and the HIGH WINDS are FEEDING IT!

Have to get these guys out of here FAST!

EITHER OF YOU GUYS KNOW CPR?

GOOD.

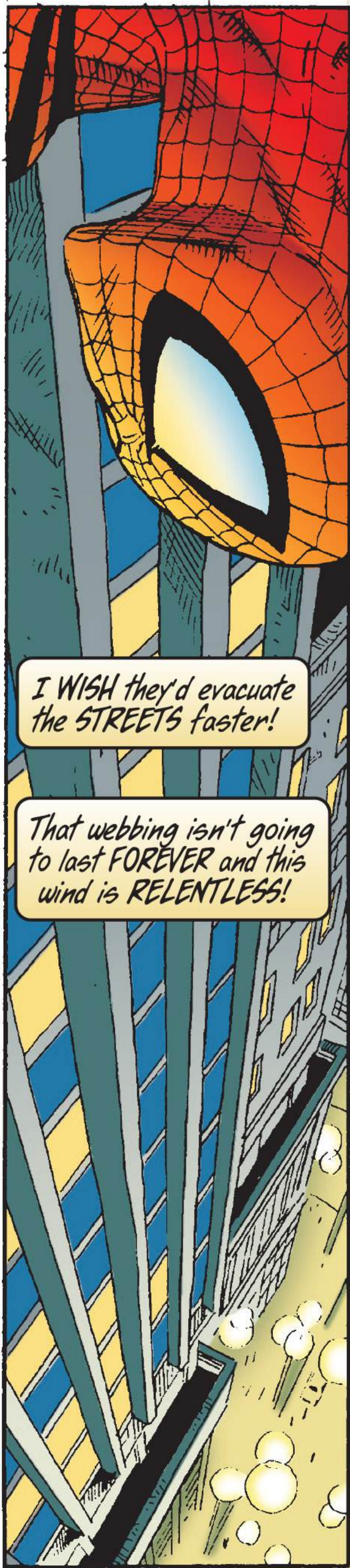
HE'S NOT BREATHING!

I... I DO...

LET'S GET THOSE MONITORS ON HIM!

HE'S NOT BREATHING! OXYGEN!





FOURTH FLOOR!
HOUSEWARES,
HARDWARE, LADIES'
LINGERIE --

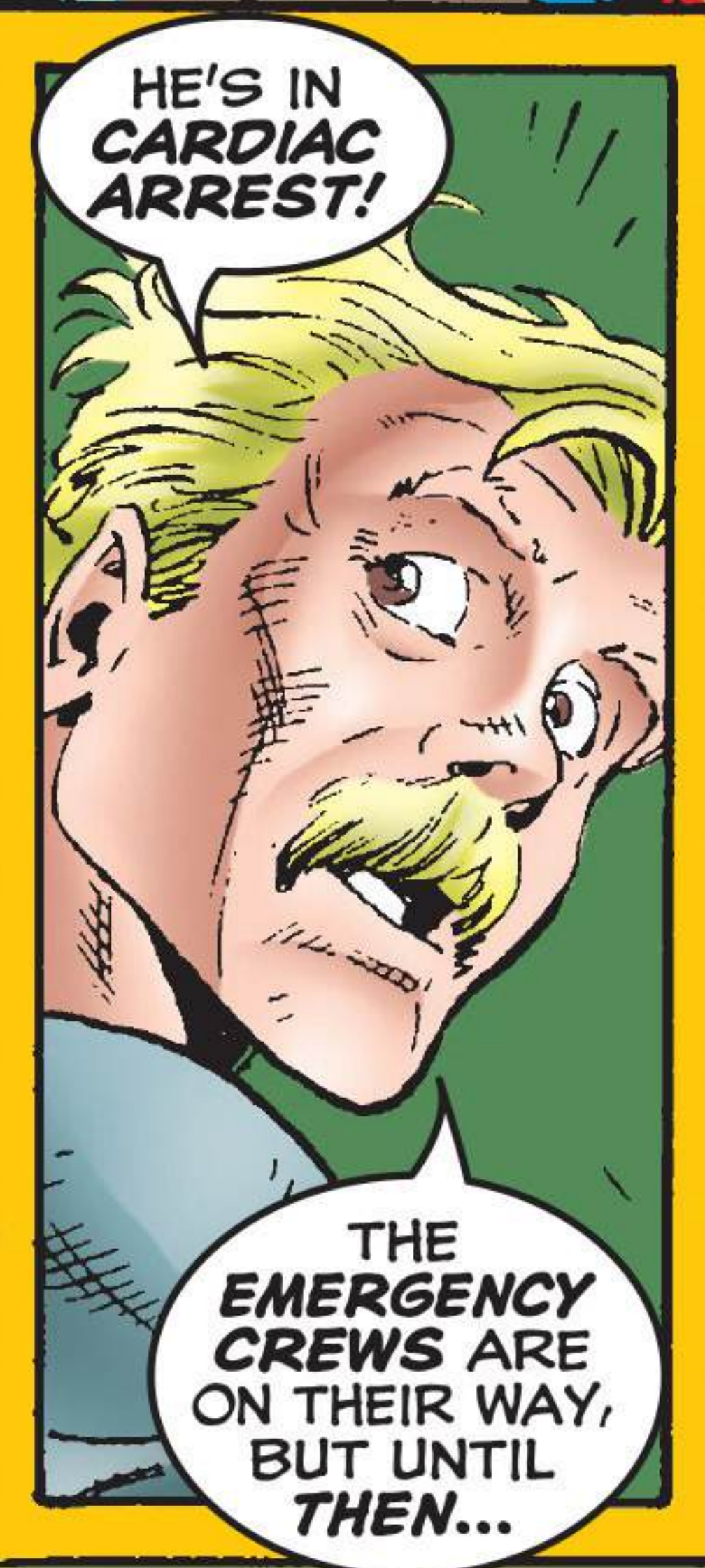
HEY,
GEORGE --

I WISH they'd evacuate
the **STREETS** faster!

That webbing isn't going
to last **FOREVER** and this
wind is **RELENTLESS**!

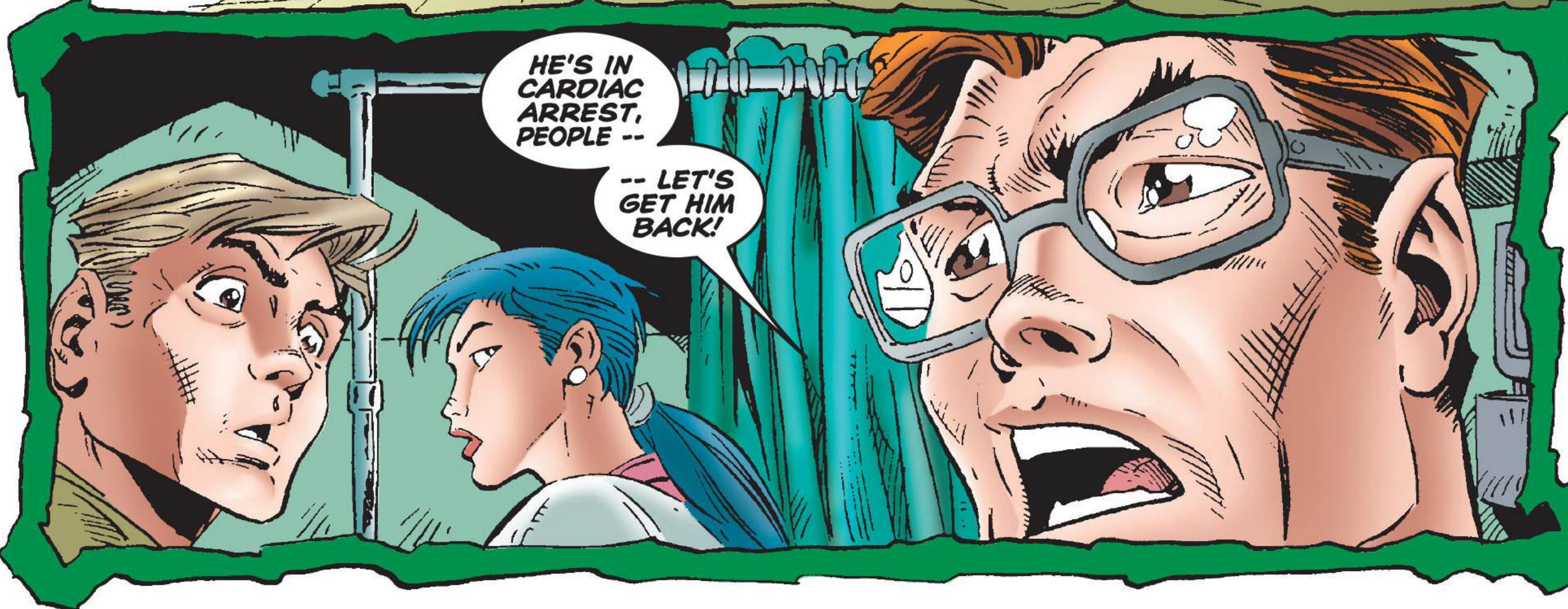


-- WHAT'S
GOIN' ON?!



HE'S IN
CARDIAC
ARREST!

THE
EMERGENCY
CREWS ARE
ON THEIR WAY,
BUT UNTIL
THEN...



HE'S IN
CARDIAC
ARREST,
PEOPLE --

-- LET'S
GET HIM
BACK!



A FIST of WIND SLAMS
into the building --

-- and I know before I
even feel the TREMOR
that the COPTER'S LET GO!

POWUMBLE

Webbing's
HOLDING --

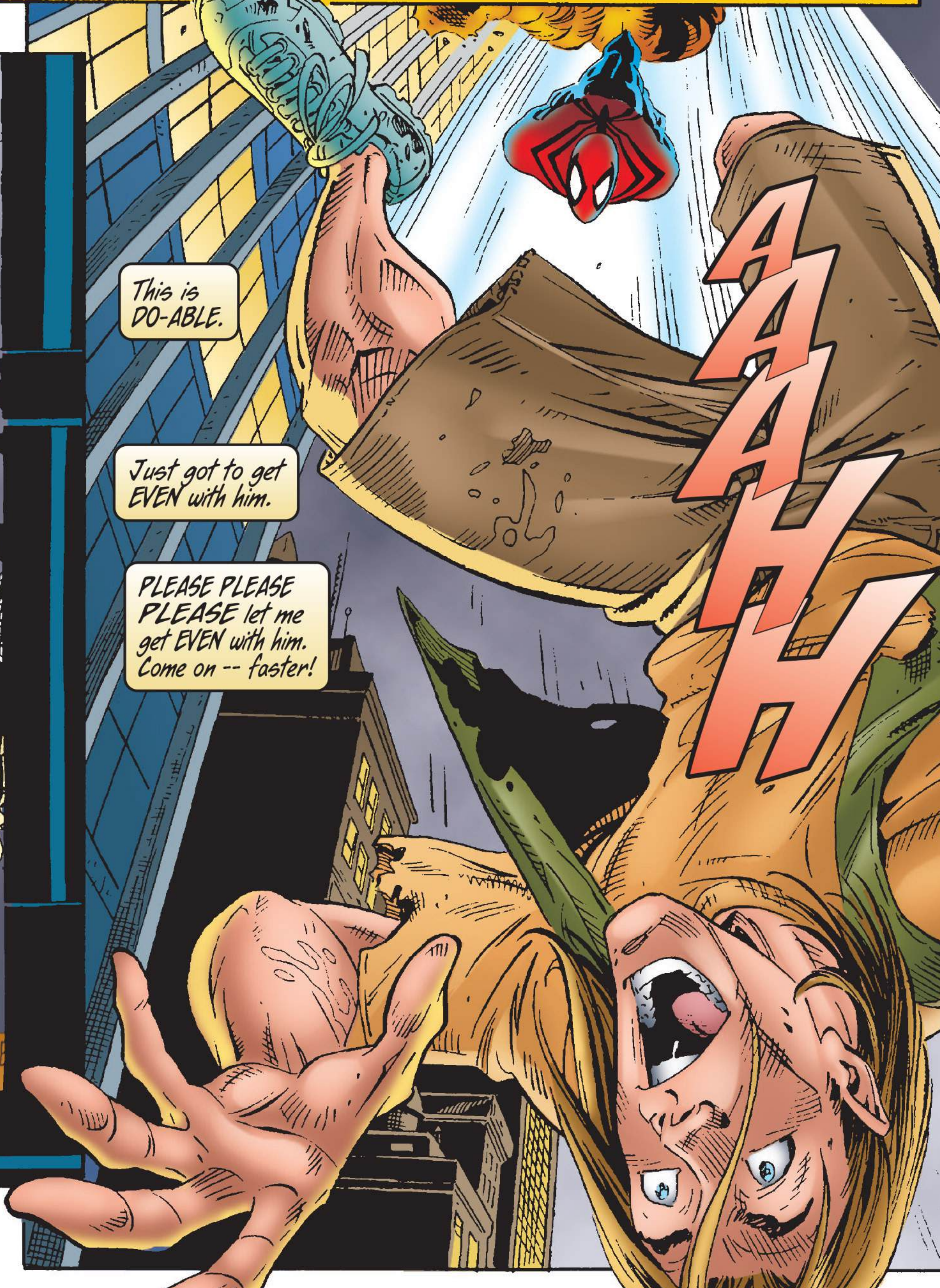
-- but the
KID --

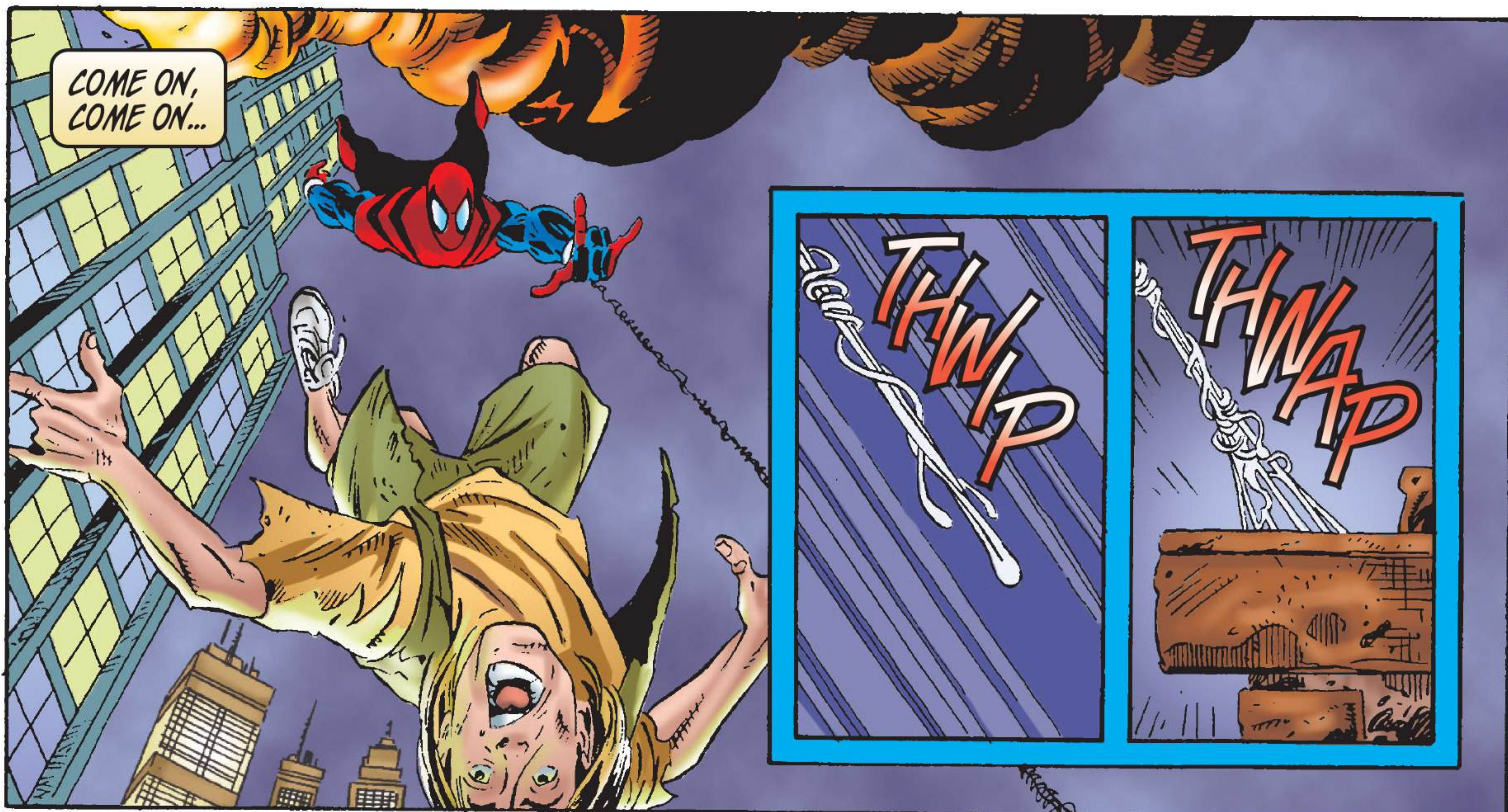
This is
DO-ABLE.

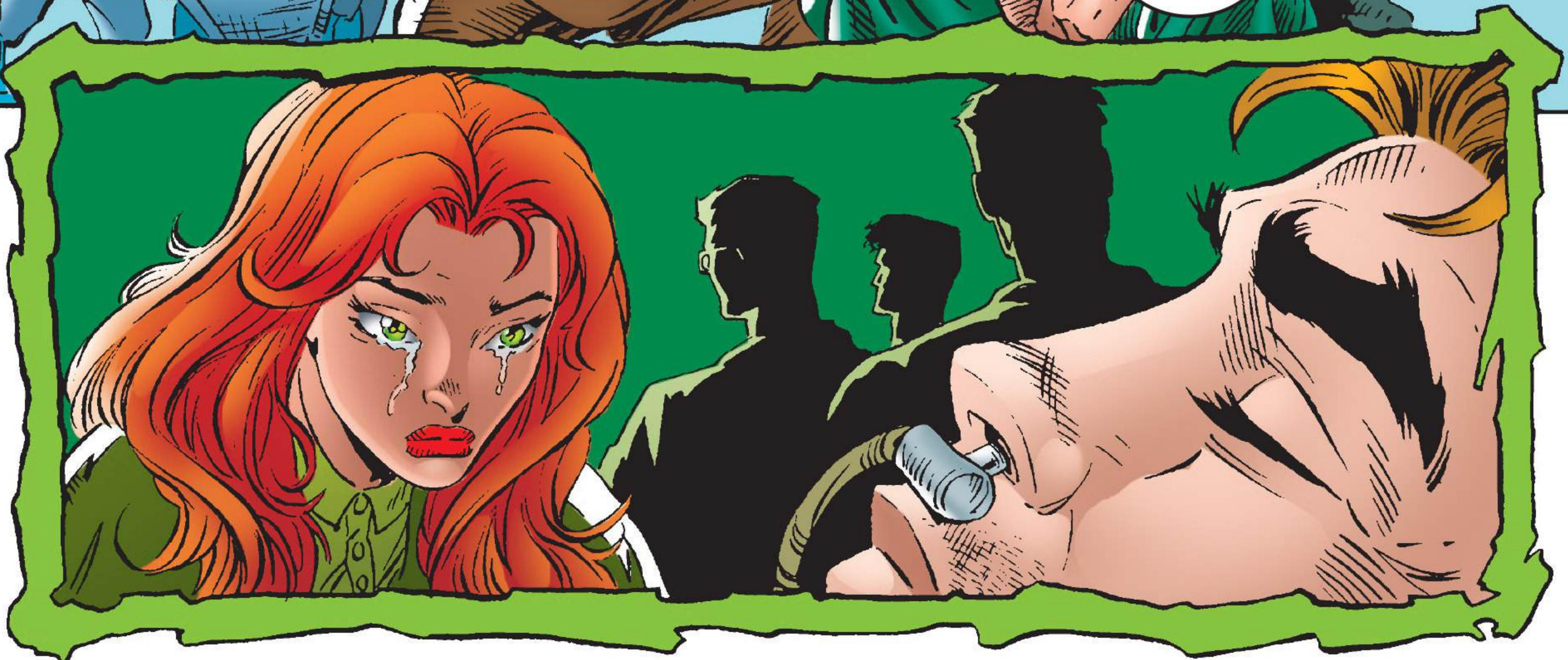
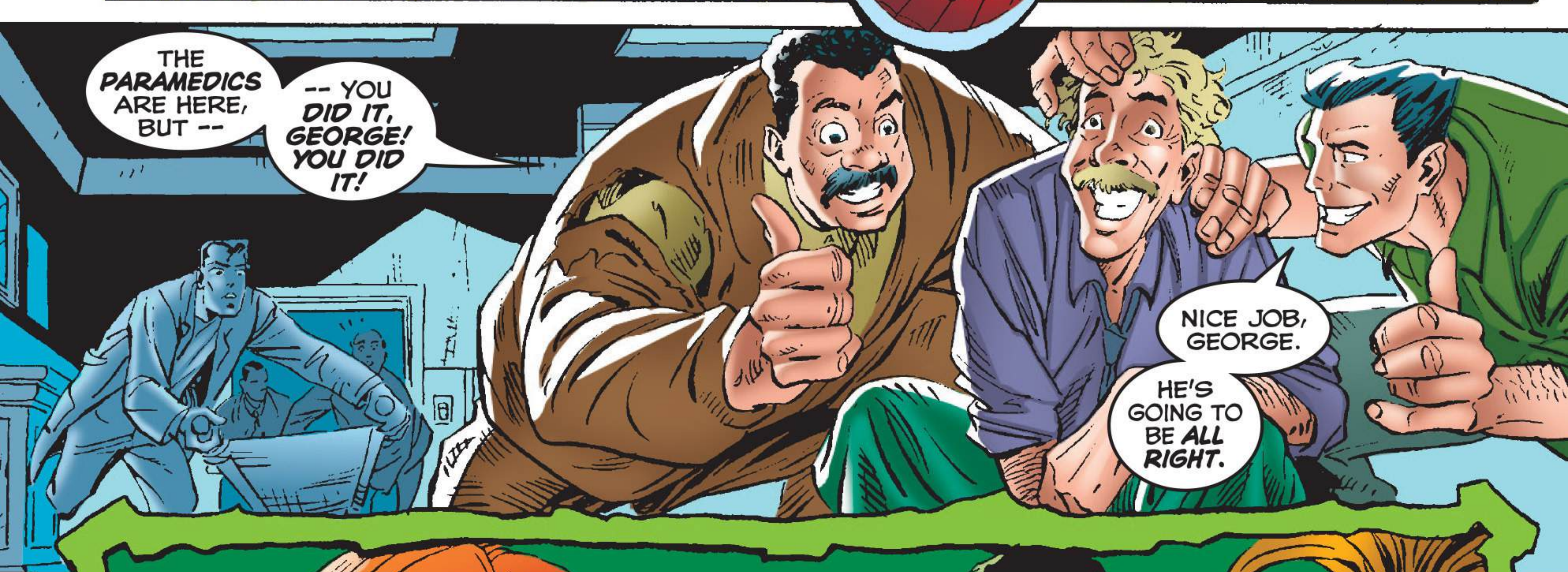
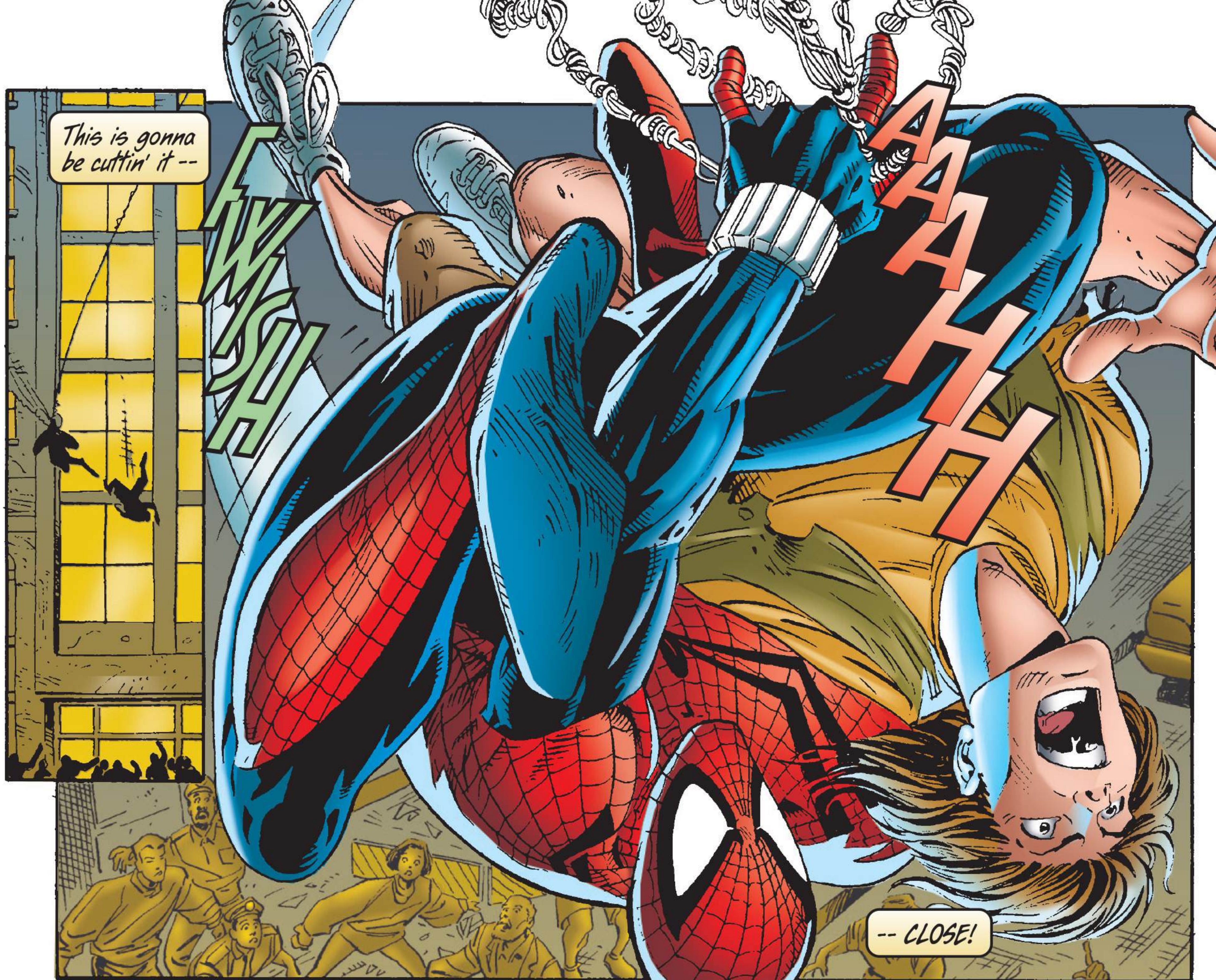
Just got to get
EVEN with him.

PLEASE PLEASE
PLEASE let me
get EVEN with him.
Come on -- faster!

AAAH









SOMETIME LATER...

SO, GEORGE --

-- CAN I DROP YOU ANYWHERE...?

NOOO -- I THINK I'LL GIVE THAT A MISS.

THIS HAS BEEN A PRETTY EXCITING -- AND SOBERING -- EXPERIENCE, SPIDER-MAN. I FOUND OUT THAT MAYBE I'M NOT AS WORTHLESS AS I THOUGHT. THANKS.



NO, NO, SPIDEY --

-- YOU DA MAN!



MEANWHILE, AT THE RENAULT DIAMOND EXCHANGE...

-- COMES OUTTA NOWHERE, AND HE'S POINTING THESE GLOVES AT US, HITTING US WITH SOME SERIOUS VIBRATIONS --



-- HE KNOCKED THE WHOLE TRUCK OVER!

MM. GREAT.

HEY, KULION --



-- IS HERMAN SCHULTZ STILL IN SLAM..?

'CAUSE THIS ONE'S GOT SHOCKER WRITTEN ALL OVER IT!

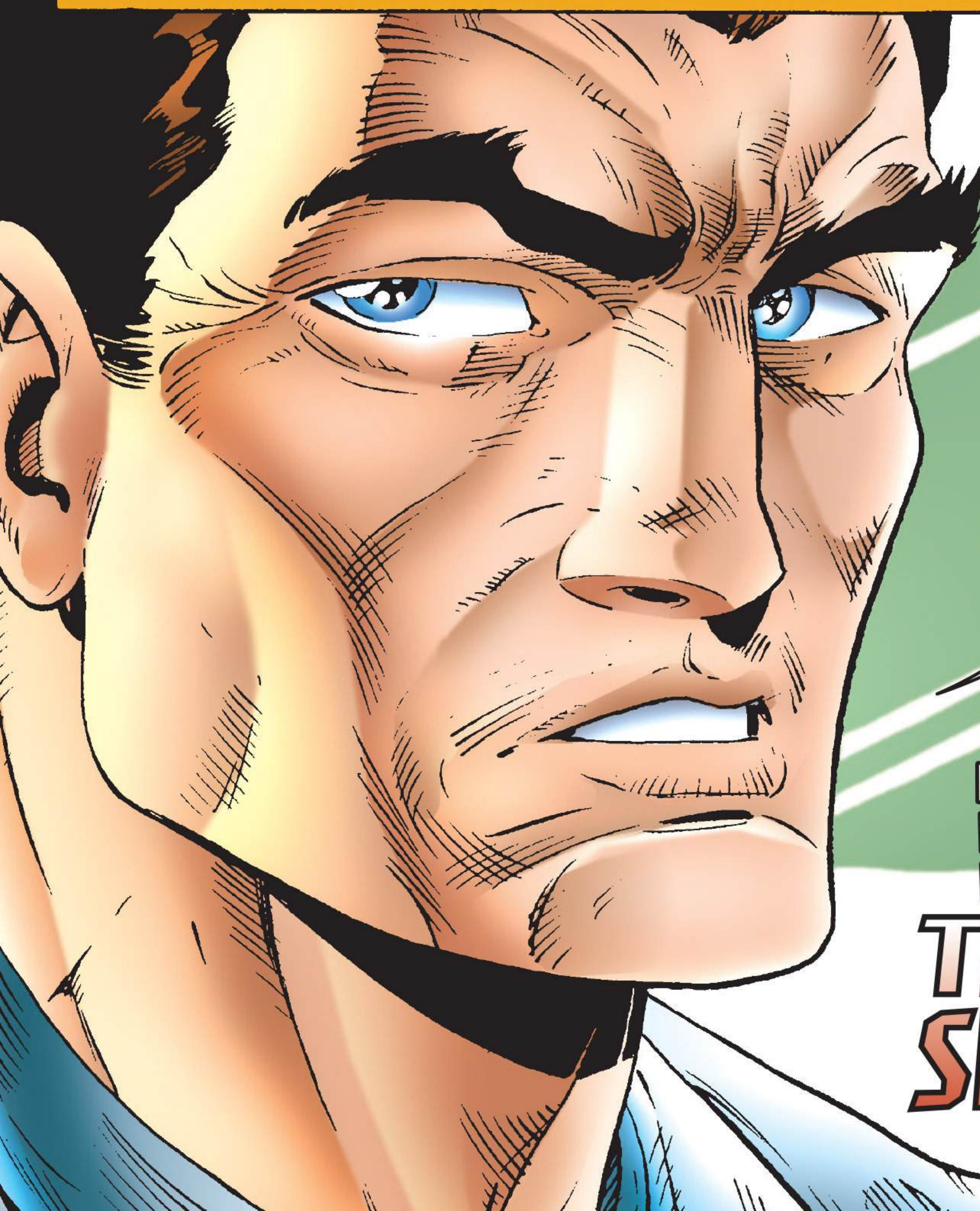


Mrs.
PARKER...?

COULD
YOU STEP
OUT HERE INTO
THE HALL-
WAY FOR A
MOMENT...?

I WANTED
TO **INTRODUCE**
YOU TO ONE OF THE
SPECIALISTS WE'VE
BROUGHT IN TO
LOOK OVER YOUR
HUSBAND'S
CASE.

YES?



THIS IS
**DR. CURT
CONNORS.**

HELLO,
Mrs. PARKER --
I'M SORRY TO HEAR
ABOUT PETER'S
CONDITION. YOUR
HUSBAND'S AN
OLD... **FRIEND...**
OF MINE.

I **ASSURE**
YOU, I'LL DO
EVERYTHING I
CAN TO FIND OUT
WHAT'S **WRONG**
WITH HIM.

NEXT:
NOT WHO YOU'RE
EXPECTING! BE HERE
IN THIRTY FOR --
**THE USUAL
SUSPECT!**

THE AMAZING SPIDER-MAN

FROM
DARKNESS
STRIKES--
DELILAH!



Stan Lee Presents
A Most Offbeat Tale
Starring:

THE AMAZING
SPIDER-MAN

Deadly is Delilah!

TOM DeFALCO

WRITER

MARK BAGLEY

PENCILER

LARRY MAHLSTEDT

INKER

RICHARD STARKINGS &

COMICRAFT

LETTERS

BOB SHAREN MALIBU

COLORS ENHANCEMENT

RALPH MACCHIO BOB HARRAS

EDITOR

CHIEF

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I WANT
ALL THE
**Little
Boys**

IN THE AUDIENCE
TO GATHER THEIR
PLAYTHINGS --

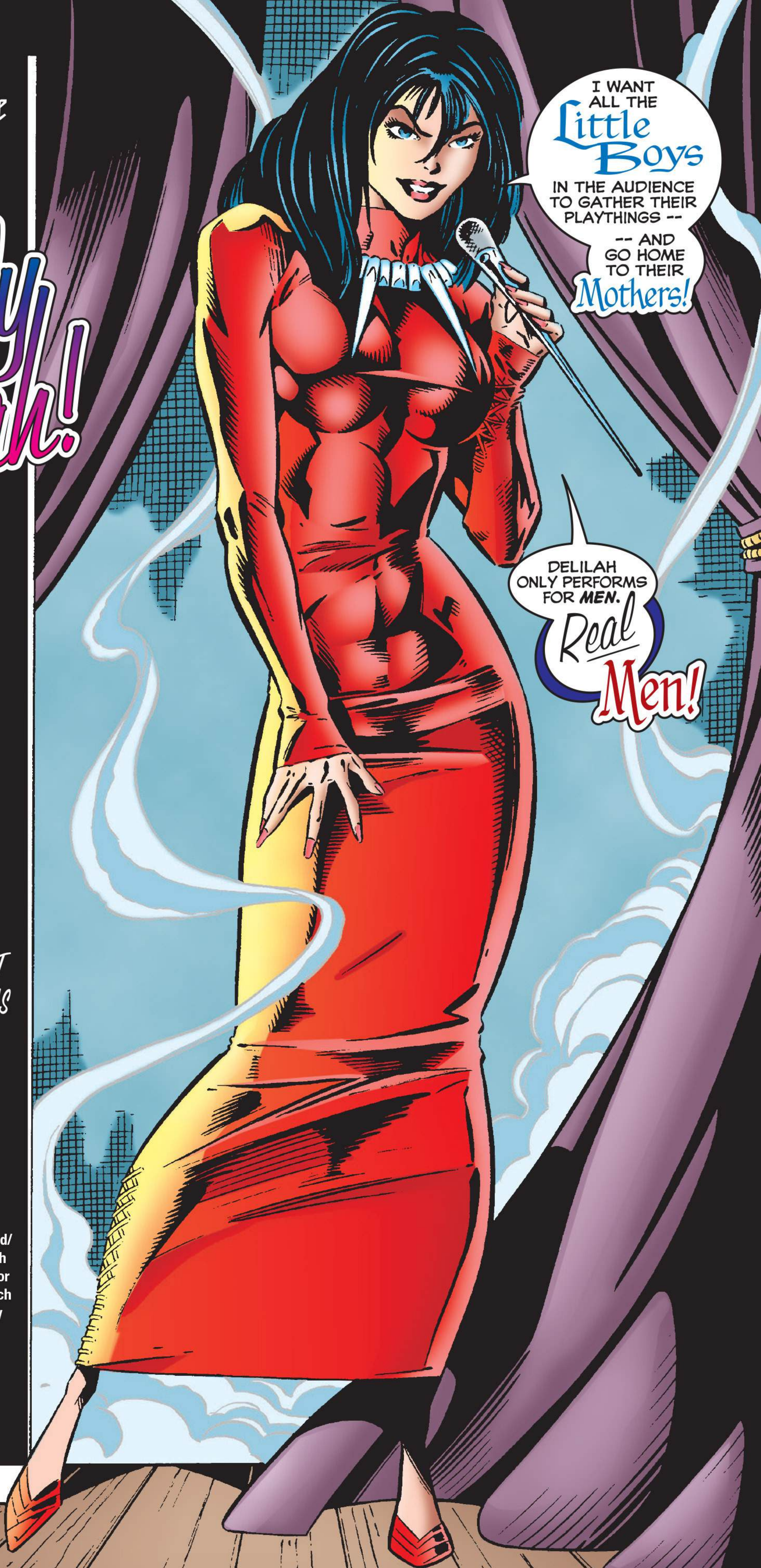
-- AND
GO HOME
TO THEIR

Mothers!

DELILAH
ONLY PERFORMS
FOR **MEN**.

Real

Men!



I FEEL
IT'S ONLY FAIR
TO WARN YOU
THAT I AM
Not YOUR
TYPICAL
SONGSTRESS!

Sing I HAVE NEVER
IN FRONT OF A
LIVE AUDIENCE
BEFORE TONIGHT,
BUT THIS IS A
Very SPECIAL
OCCASION!

I AM HERE
TO HONOR A MOST
Unique INDIVIDUAL!
HIS NAME IS
**Don Vito
Torrancio**

-- AND
THIS IS THE
Last Day
OF HIS
LIFE!

GAKK

YOU
GOTTA BE
CRAZY,
LADY!

Y-YA
ACED THE
DON --!

I
CERTAINLY
Hope
SO...



I WENT TO
CONSIDERABLE
Effort AND
Expense
TO FULFILL THIS
PARTICULAR
CONTRACT.

-- AND I
WOULD BE
\$000
DISAPPOINTED
IF IT HAD ALL
BEEN IN VAIN!

THANK
YOU FOR NOT
BLEEDING ON THE
Dress,
GENTLEMEN.



YOU HAVE
SAVED MY
EMPLOYER
THE COST
OF A NEW
ONE!



I TRUST
ALL WENT
WELL.

OF
COURSE!

THAT'S
WHY YOU
CONTINUE
TO HIRE
ME!

I HAVE ANOTHER
ASSIGNMENT.

SOMETHING
A LITTLE...
DIFFERENT!

0000!

I LOVE A
CHALLENGE!



HE'S
Cute!

HOW
SOON DO
YOU WANT HIM
Dead?!

Though I still call myself **BEN REILLY**, my real name is **PETER PARKER**!

For the past five years, believing that **HE** was **ME**, the man in the bed has been using my **NAME**, living **MY LIFE**!

A few months ago we both learned that Pete was actually my **CLONE**!

CLONE! Such a cold, lifeless word for someone who's come to mean so much to me!

Pete and I are **CLOSER**, more in synch than any **TWINS**!

Though he may have been born in a test tube, he is my **BROTHER**!

My **ONLY** brother!

And he's **DYING**!

PLEASE LEVEL WITH ME, Dr. CONNORS.

WHAT ARE MY HUSBAND'S CHANCES?

YOU SHOULD TRY TO **RELAX**, Mrs. PARKER.

YOU OWE IT TO THE **BABY** YOU'RE CARRYING!

YOU HAVEN'T ANSWERED MY QUESTION, DOCTOR.

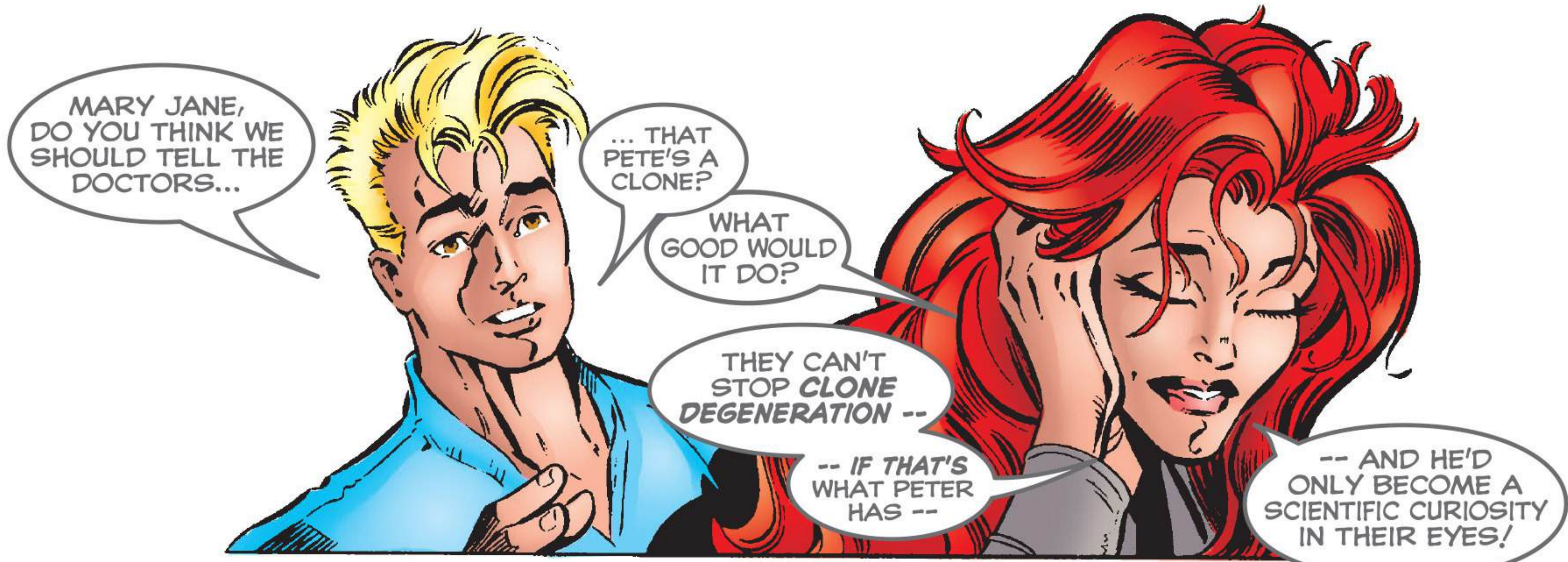
PETER'S CONDITION IS QUITE **PUZZLING**, Mrs. PARKER.

WE CAN'T SEEM TO ARREST HIS **DOWNWARD SPIRAL**.

YOU MUSTN'T GIVE UP **HOPE**! WE'LL DO **EVERYTHING** WE CAN TO SAVE HIM.

WILL THAT BE **ENOUGH**?

I... HAVE NO GUARANTEES.



MARY JANE, DO YOU THINK WE SHOULD TELL THE DOCTORS...

... THAT PETE'S A CLONE?

WHAT GOOD WOULD IT DO?

THEY CAN'T STOP CLONE DEGENERATION --

-- IF THAT'S WHAT PETER HAS --

-- AND HE'D ONLY BECOME A SCIENTIFIC CURIOSITY IN THEIR EYES!



I'VE NEVER BEEN SO FRIGHTENED, BEN!

VENOM, CARNAGE, CARRION, AND DOCTOR OCTOPUS -- ALL THOSE MONSTERS MY HUSBAND FOUGHT WHILE HE WAS SPIDER-MAN AND NONE WERE AS TERRIFYING AS THIS DISEASE... WHATEVER IT IS!

YOU HAVE TO HAVE FAITH IN OUR BOY, MJ! HE'LL FIND A WAY TO BEAT THIS THING!

HE ALWAYS DOES!

Nice words!

Too bad neither of us buys them!



I... ER... GOTTA GO!

BUT I'LL BE BACK!

AND I'LL BE HERE!



MARY JANE --!



ANY CHANGE IN PETER'S CONDITION?

AFRAID NOT.

YOU MUSTN'T BE DISCOURAGED. THESE THINGS TAKE TIME.



BY THE WAY, HAS JONAH BEEN IN FOR A VISIT?

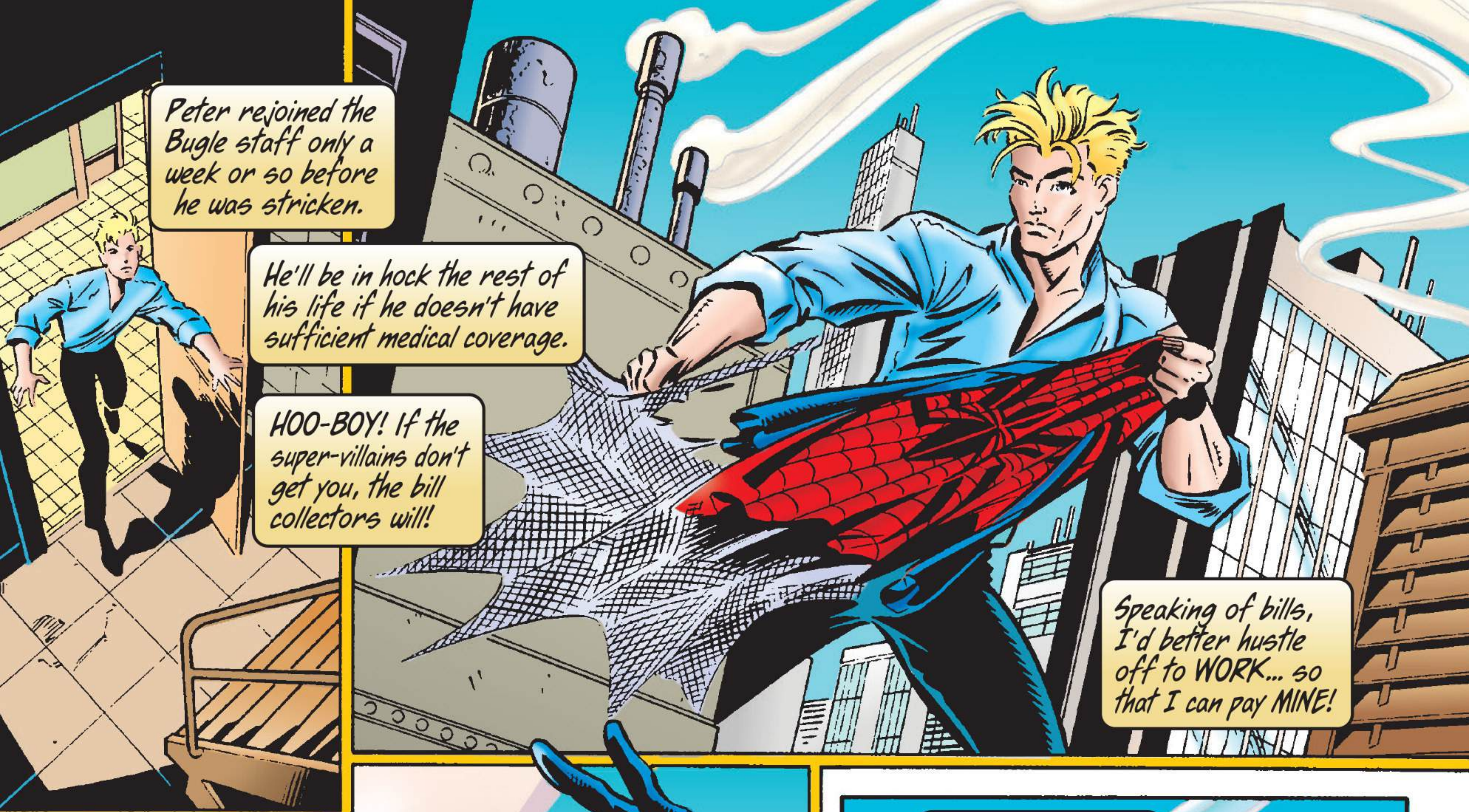
HE SEEMS TO HAVE TURNED UP MISSING, AND I ASSUMED HE WAS HERE!

Missing --?!

If I know J. JONAH JAMESON, the tightwad publisher of the DAILY BUGLE, he's probably meeting with his group insurance carrier --

-- trying to find some loophole so that they can weasel out of Pete's MEDICAL BILLS!





Peter rejoined the Bugle staff only a week or so before he was stricken.

He'll be in hock the rest of his life if he doesn't have sufficient medical coverage.

HOO-BOY! If the super-villains don't get you, the bill collectors will!

Speaking of bills, I'd better hustle off to WORK... so that I can pay MINE!



I usually do my best thinking while bounding across the rooftops.

No such luck today!

My mind keeps DRIFTING back to Mary Jane, the baby and Peter!

I've never felt so UTTERLY HELPLESS before!



I may be the REAL Peter Parker --

-- but Pete's the one with the real LIFE and the most REASONS for living!

If only there were a way I could take his place --!



POLICE SIRENS! A little spider-action is just what the doctor ordered!

At least I can help SOMEONE today!

UH-OH! Looks like even *THAT* was too much to hope for!

I'M OFFICER HOCKNEY, SIR! COULD YOU PLEASE TELL US WHAT HAPPENED HERE?

ISN'T IT OBVIOUS, HOCKNEY?

I WAS ROBBED!

BY A COSTUMED MADMAN WHO USED THESE RIDICULOUS RINGS AGAINST ME!

MAC'S JEW

RINGS--?!

THAT M.O. SOUNDS LIKE *THE RINGER*...

BUT HE'S SUPPOSED TO BE *DEAD*!

I ASSURE YOU GENTLEMEN, THIS MAN WAS QUITE *ALIVE*!

THE RINGER --?!

I can just add him to the *SHOCKER*, *WILL O' THE WISP* and *DRAGON MAN*!

I know it's gotta be my imagination, but it suddenly seems like someone called a *REUNION* of every old baddie Pete or I ever faced! *SHEESH*. The way my luck's been running, it's only a matter of time before *GRIZZLY* resurfaces!

Beating the cross town traffic in my own unique style, I soon arrive at **WORK** --

-- to the accompaniment of a shattered **COFFEE POT!**

WANT ME TO MOP THAT SPILL, SHIRLEY?

NO THANKS, BEN!

IN CASE YOU HAVEN'T NOTICED, I'M QUITE CAPABLE OF HANDLING THINGS ON MY OWN!

I DON'T NEED HELP FROM **YOU...** OR **ANYONE ELSE!**

Uh...

SURE.

WHATEVER YOU SAY!

DON'T TAKE IT PERSONAL, REILLY. THE LADY ISN'T HERSELF TODAY.

YOU'RE NOT THE CAUSE OF HER IRE. JUST THE RECIPIENT!

WHAT'S BOTHERING HER, BUZZ?

I DON'T FEEL IT'S MY PLACE TO SAY!

ALL RIGHT, I WON'T PRY --

-- BUT LET ME KNOW IF THERE'S **ANYTHING** I CAN DO!

YOU CAN **START** BY DRAWING ME A VANILLA LATTE!

TOPPED WITH CINNAMON!

LOOK WHO'S HERE... **DESIREE** AND THE USUAL SUSPECTS!

WE WERE PASSING BY, AND I THOUGHT I'D LOOK IN ON MY FAVORITE CAFFEINE JOCKEY!

I'M REAL GLAD TO SEE YOU, DESIREE!

YOU AND EVERY OTHER **MALE** IN THE NEIGHBORHOOD!

SORRY I HAD TO DUCK OUT ON YOU THE OTHER DAY! YOU HEAR ANY NEWS ABOUT **JESSICA**?

I'VE TRIED CALLING, BUT HER PHONE'S DISCONNECTED!



JESSICA?! PERFECTION STANDS BEFORE YOU, AND YOU ASK ABOUT HER?!

ALL I KNOW IS THAT SHE DROPPED OUT OF CENTENNIAL UNIVERSITY AND VANISHED!

DESIREE -- WAIT!

FORGET IT, Mr. REILLY! DESIREE WINTHROP IS NO MAN'S SECOND CHOICE!

HOO-BOY! The hits just keep on coming!

Desiree will never understand my interest in JESSICA!

She's another lost soul I couldn't help!

Another FAILURE in an un-ending line!



SORRY I WAS SO SHORT WITH YOU, BEN!

I'VE BEEN A LITTLE TENSE LATELY...

WANT TO TALK ABOUT IT, SHIRL?



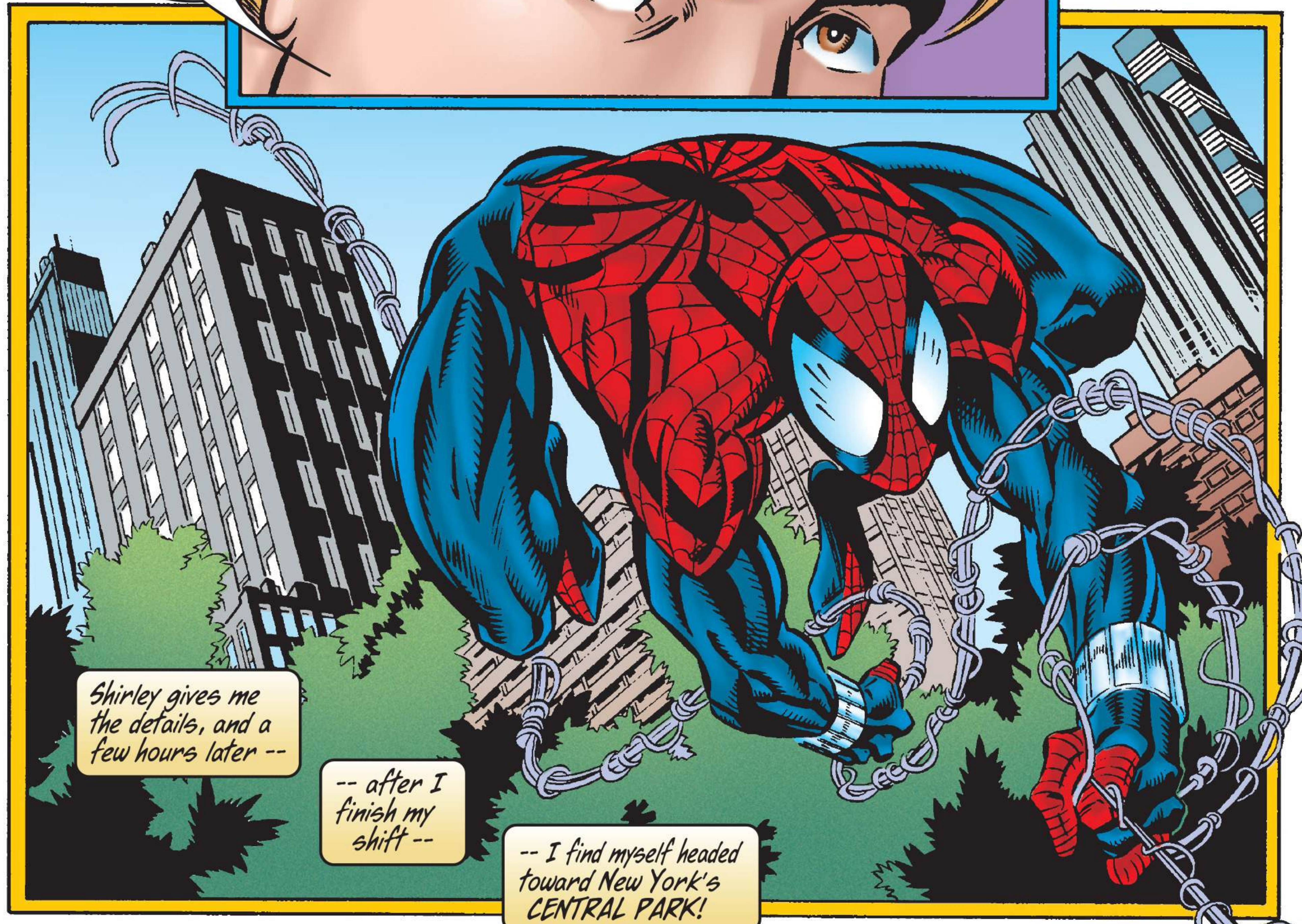
MY EX-HUSBAND IS SUDDENLY MAKING NOISES ABOUT SPENDING MORE TIME WITH OUR SON! GARON IS **BAD NEWS!** HE'S **DANGEROUS...** AND **UNDEPENDABLE!**

PLUS HE HAS A TENDENCY TO DISAPPEAR WHEN YOU NEED HIM MOST!

I'M AFRAID HE MAY BE INVOLVING DEVON IN SOMETHING ILLICIT!

YOUR EX SOUNDS LIKE A PRETTY UNSAVORY CHARACTER!

WHERE'S THEIR NEXT MEETING?



Shirley gives me the details, and a few hours later --

-- after I finish my shift --

-- I find myself headed toward New York's CENTRAL PARK!

Though we wall-crawlers prefer skyscrapers to trees, I'm soon swinging through the greenery like a modern day TARZAN!

On the plus side... my SPIDER-SENSE warns me which branches to avoid!

On the negative... I don't even LIKE Devon!

The kid's a total WACK JOB!

A mean-spirited, sarcastic PLUNK!

But I OWE his mother!

She took me in, offered me a job when I was desperate!

SO... Uh... HOW YOU DOING IN SCHOOL?

LIKE YOU REALLY CARE!

YOU'RE ONLY SPENDING TIME WITH ME BECAUSE IT BURNS MOM!

WHAT'S YOUR SCAM, DAD?

WHY'D YOU SUDDENLY START SNIFFING AROUND?

YOU GOT ME WRONG, SON!

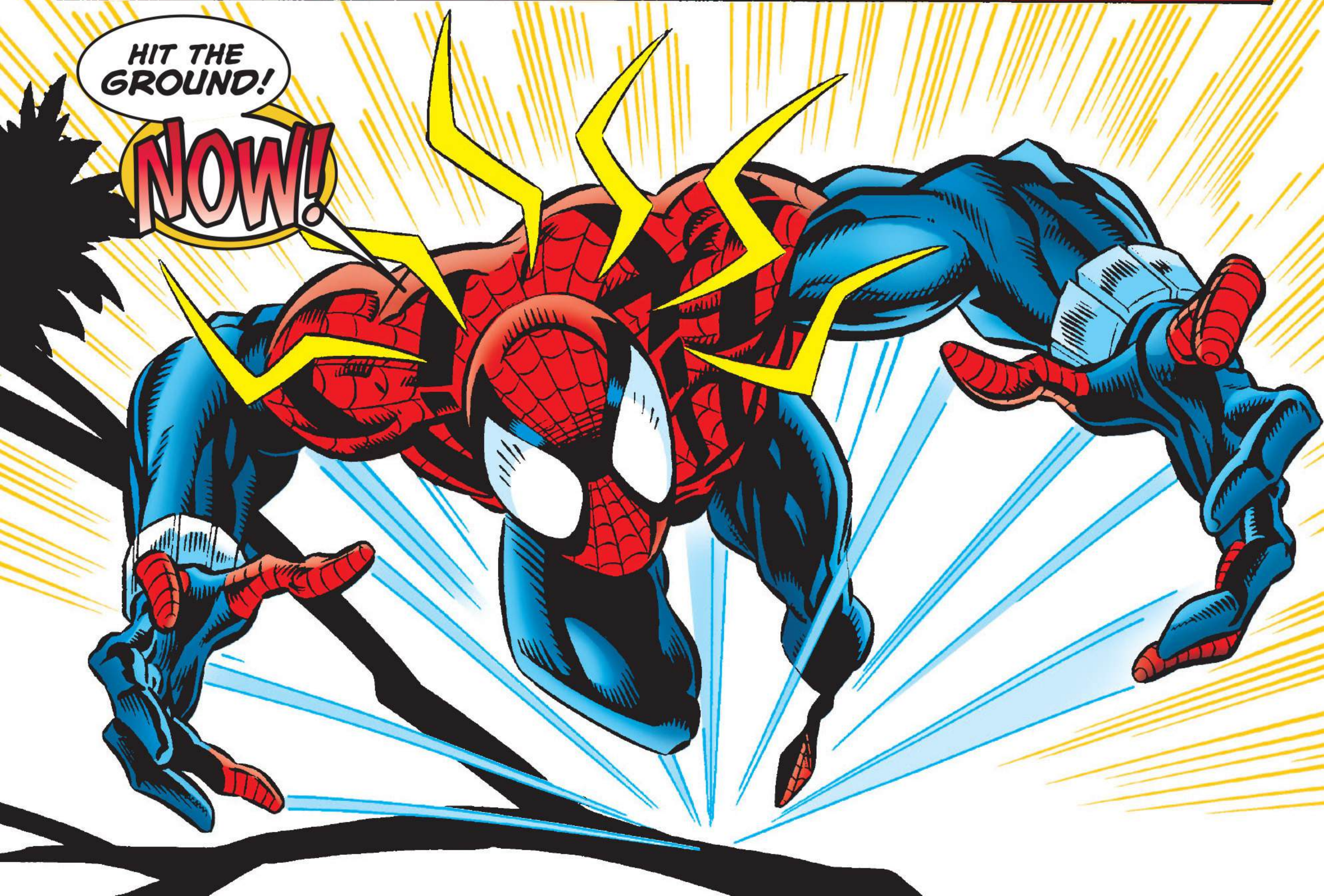
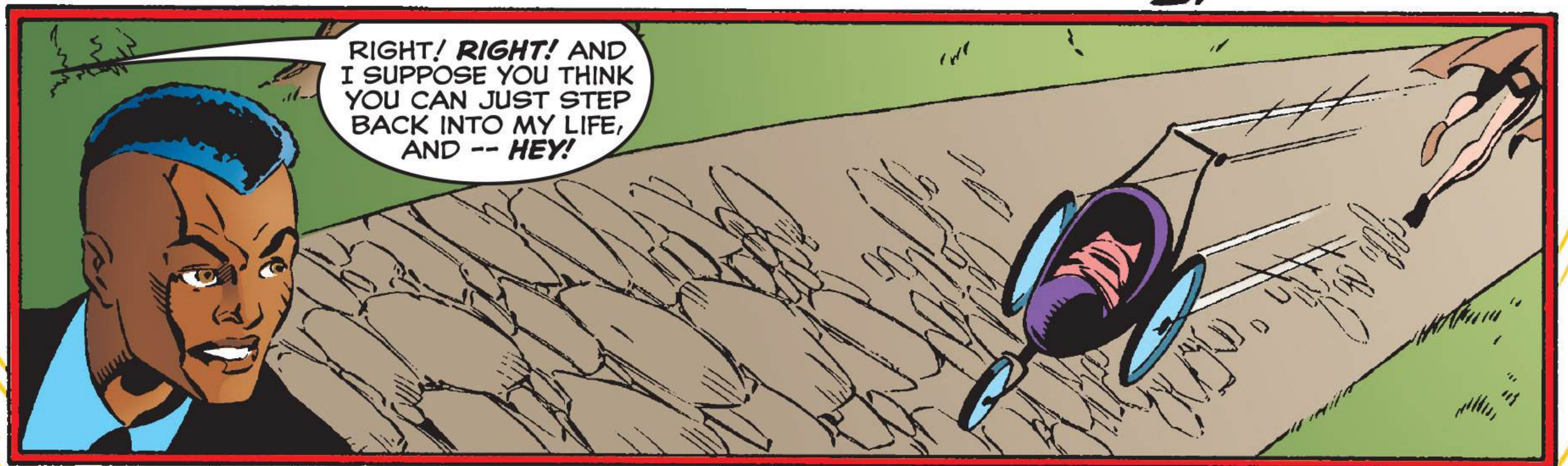
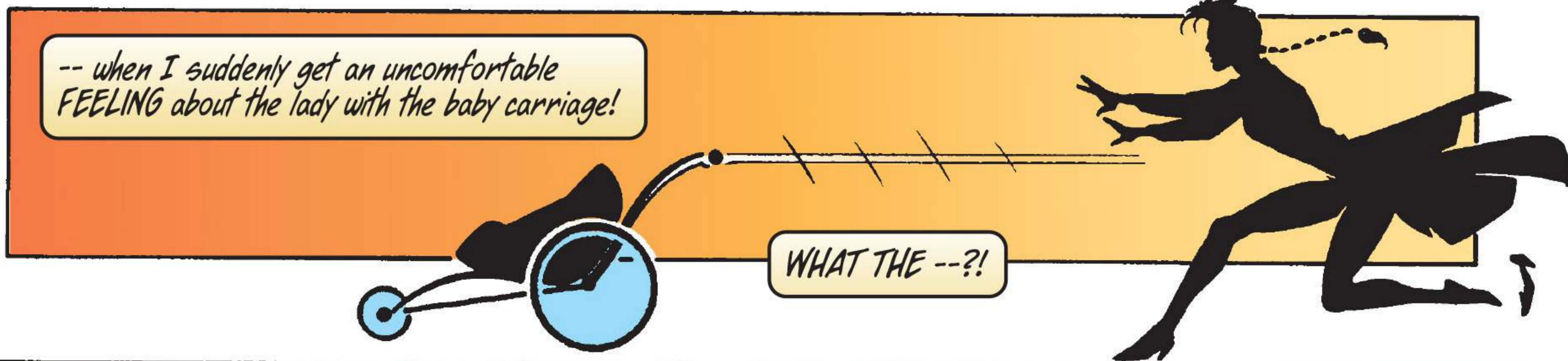
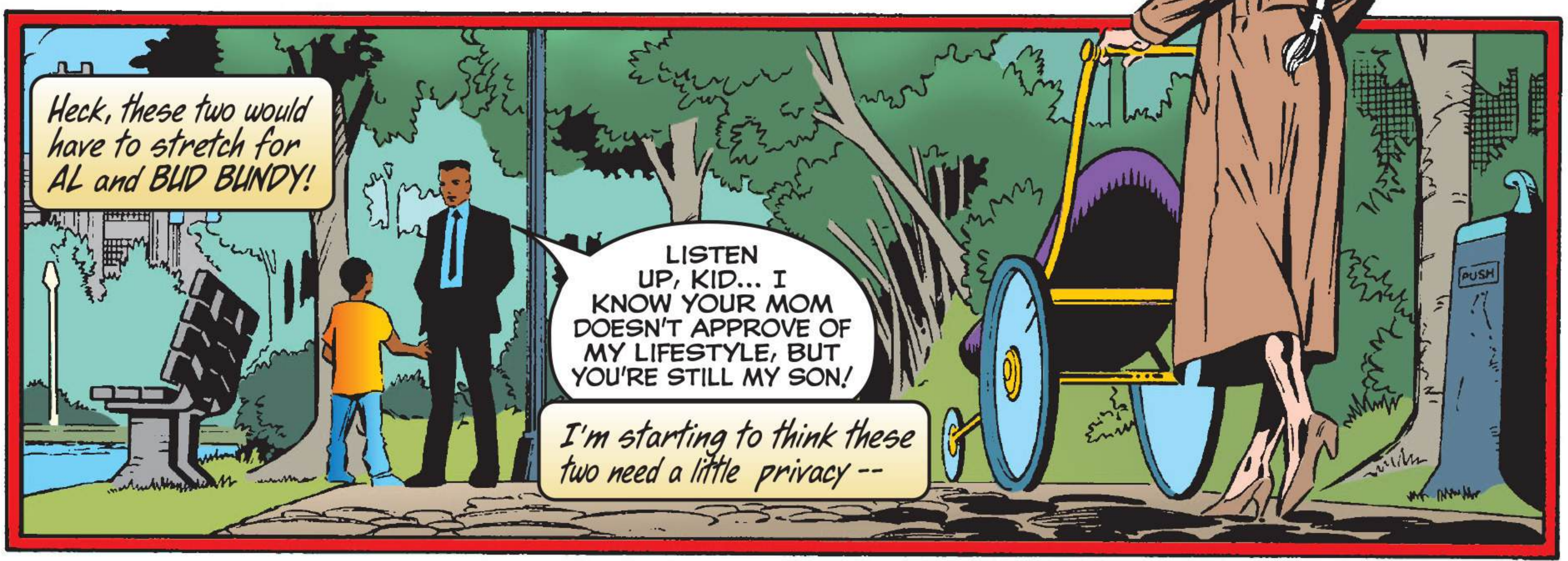
I HEARD ABOUT YOUR MOTHER GOING INTO DEBT TO REBUILD THE COFFEE SHOP AND FIGURED I COULD HELP!

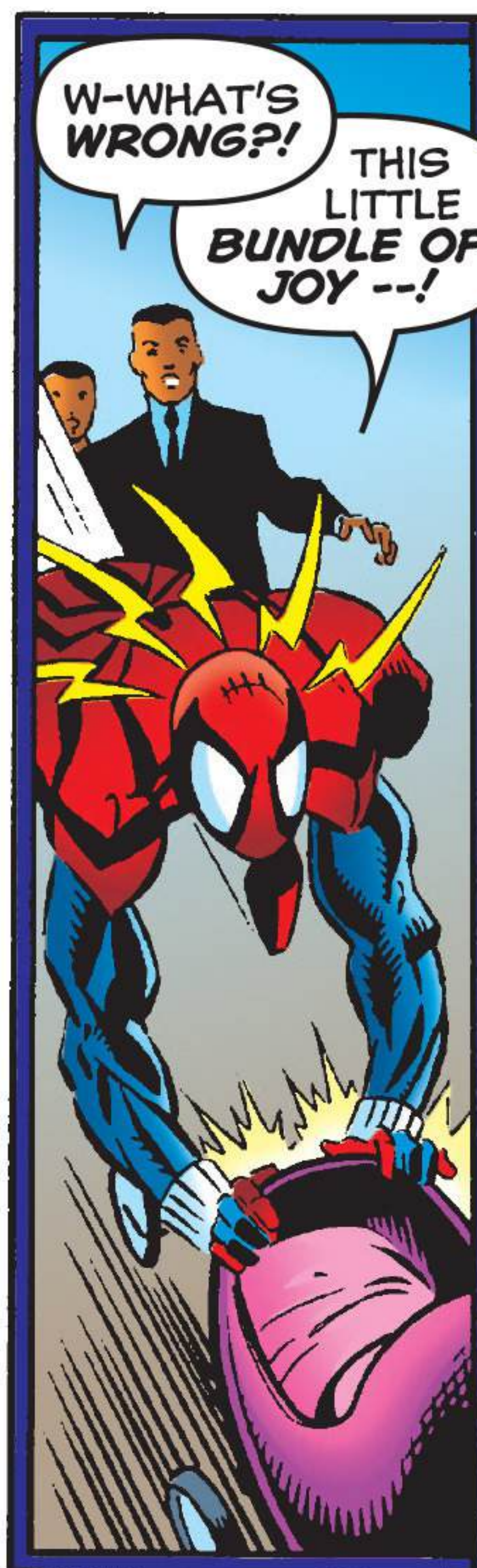
YEAH... RIIIGHT!

LIKE YOU'VE BEEN SOOO HELPFUL OVER THE YEARS!

IT'S WHAT YOUR MOTHER WANTED!

Not exactly WARD and the BEAVER!





W-WHAT'S WRONG?!

THIS LITTLE BUNDLE OF JOY --!



IT'S ABOUT TO MAKE A NASTY!



AND, TRUST ME, YOU DON'T WANT TO BE **NEAR** WHEN IT DOES!



S-SOME-BODY'S GOT YOU TARGETED, DAD!

IF IT HADN'T BEEN FOR SPIDER-MAN--!

YOU BEST HEAD HOME, KID!



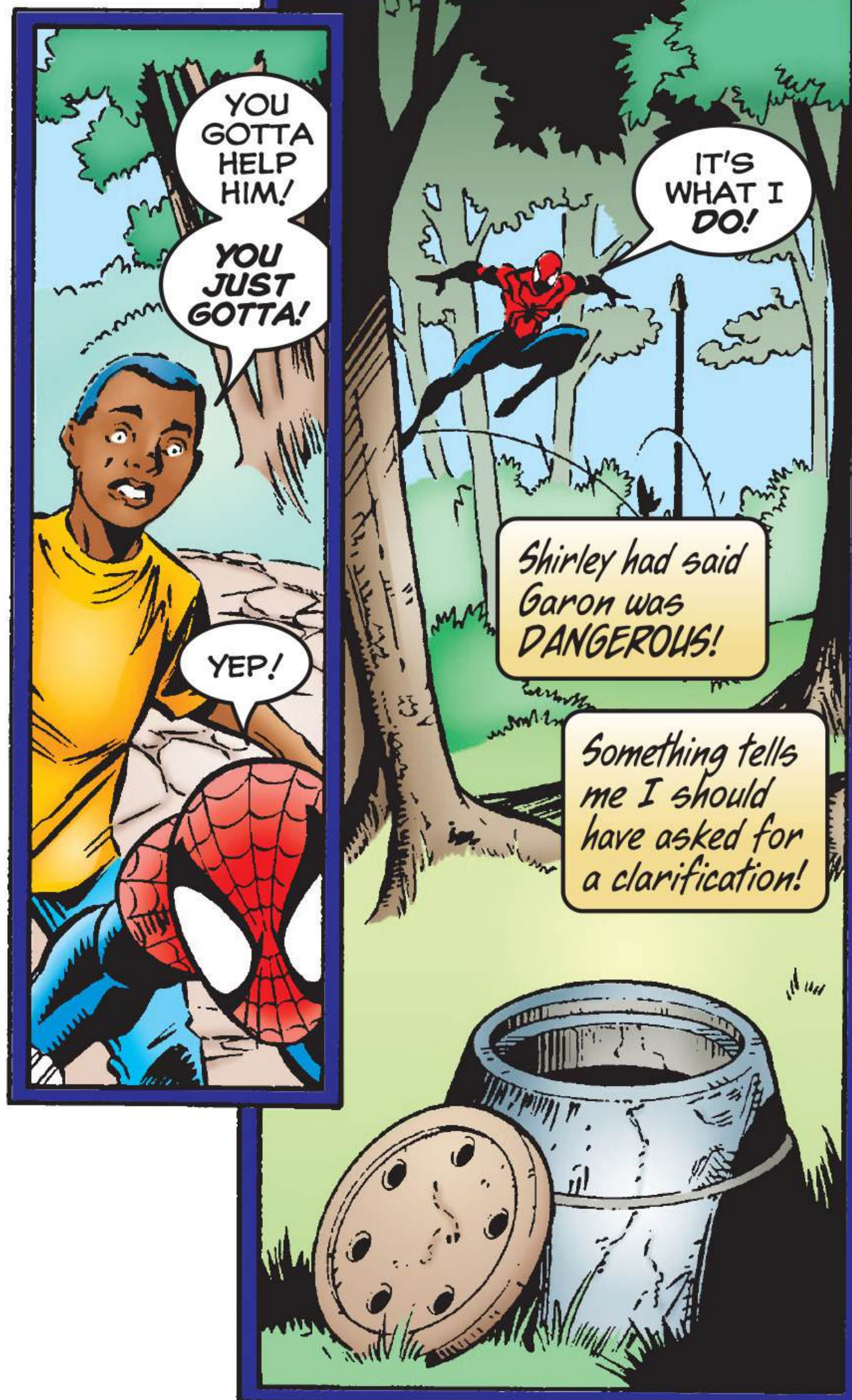
I GOT BUSINESS TO ATTEND!



WHEW! THAT CERTAINLY ADDED SPICE TO THE DAY!

HEY! WHERE'S YOUR... Uh... THAT MAN WHO WAS WITH YOU?!

HE TORE AFTER THAT **WITCH** WHO TRIED TO CAP HIM!



YOU GOTTA HELP HIM!
YOU JUST GOTTA!

IT'S WHAT I DO!

Shirley had said Garon was DANGEROUS!

Something tells me I should have asked for a clarification!

YEP!



Looks like the party's moved underground!

Suits me!

I won't have to worry about innocent bystanders!

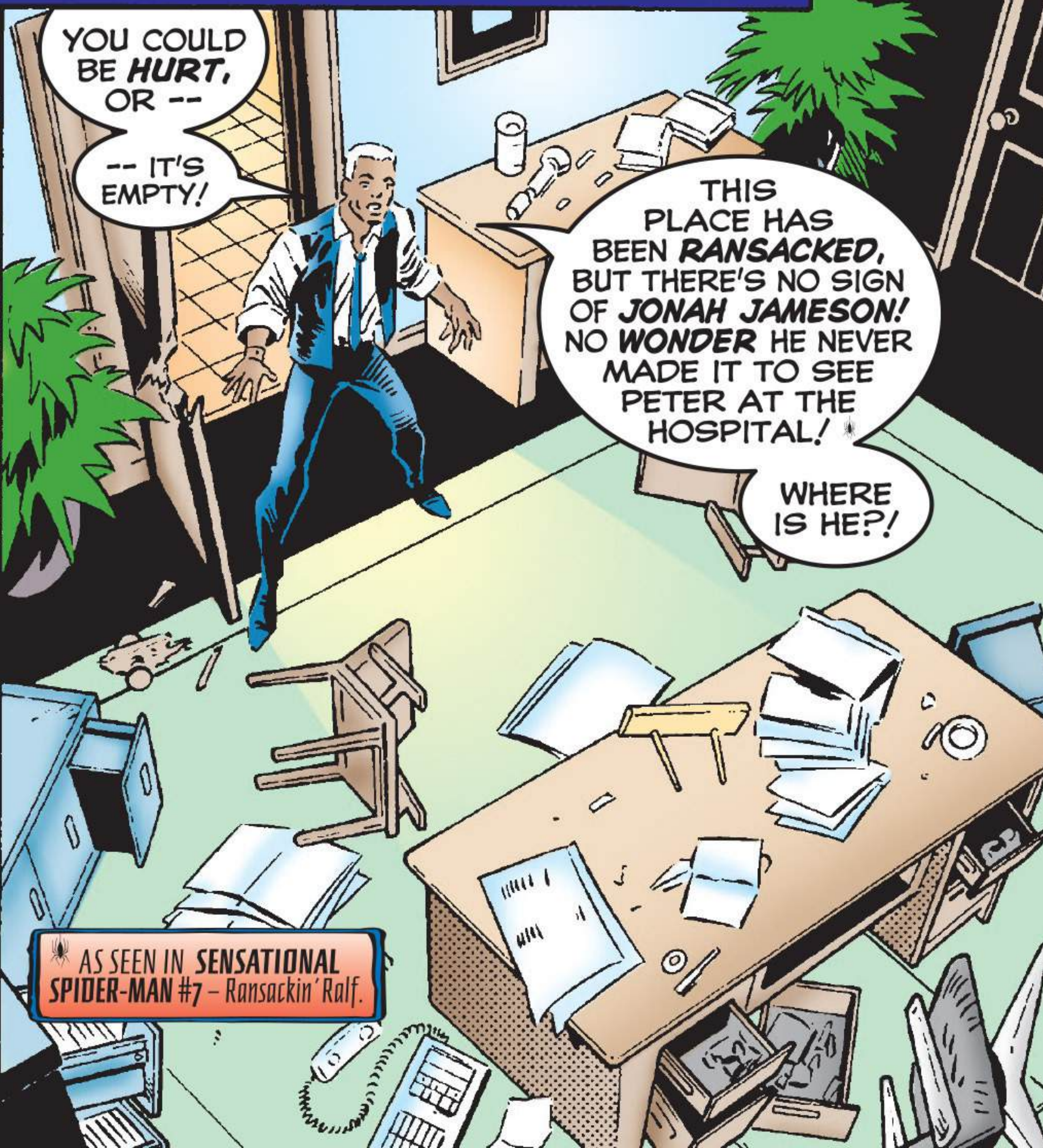


MEAN-WHILE...

JONAH!
JONAH!
ARE YOU THERE --?!

ANSWER
IF YOU CAN!

YOUR OFFICE
SEEMS TO HAVE
BEEN LOCKED
FROM THE
INSIDE!

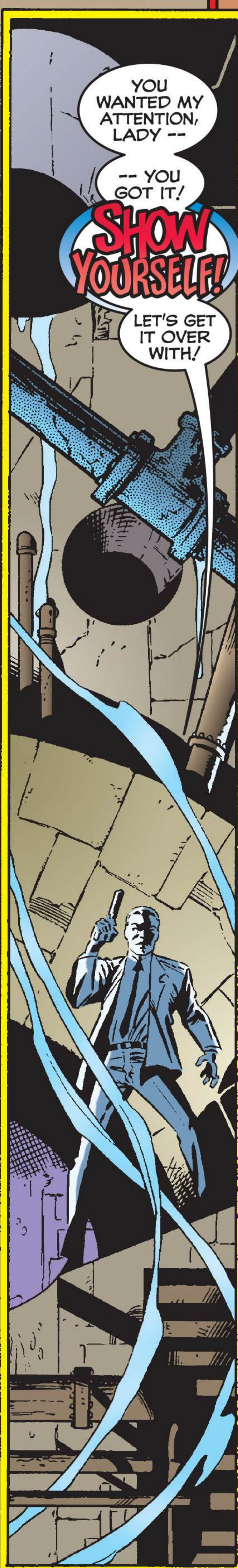


YOU COULD BE HURT, OR --
-- IT'S EMPTY!

THIS PLACE HAS BEEN RANSACKED, BUT THERE'S NO SIGN OF JONAH JAMESON! NO WONDER HE NEVER MADE IT TO SEE PETER AT THE HOSPITAL!

WHERE IS HE?!

AS SEEN IN SENSATIONAL SPIDER-MAN #7 - Ransackin' Ralf.



YOU WANTED MY ATTENTION, LADY --

-- YOU GOT IT!

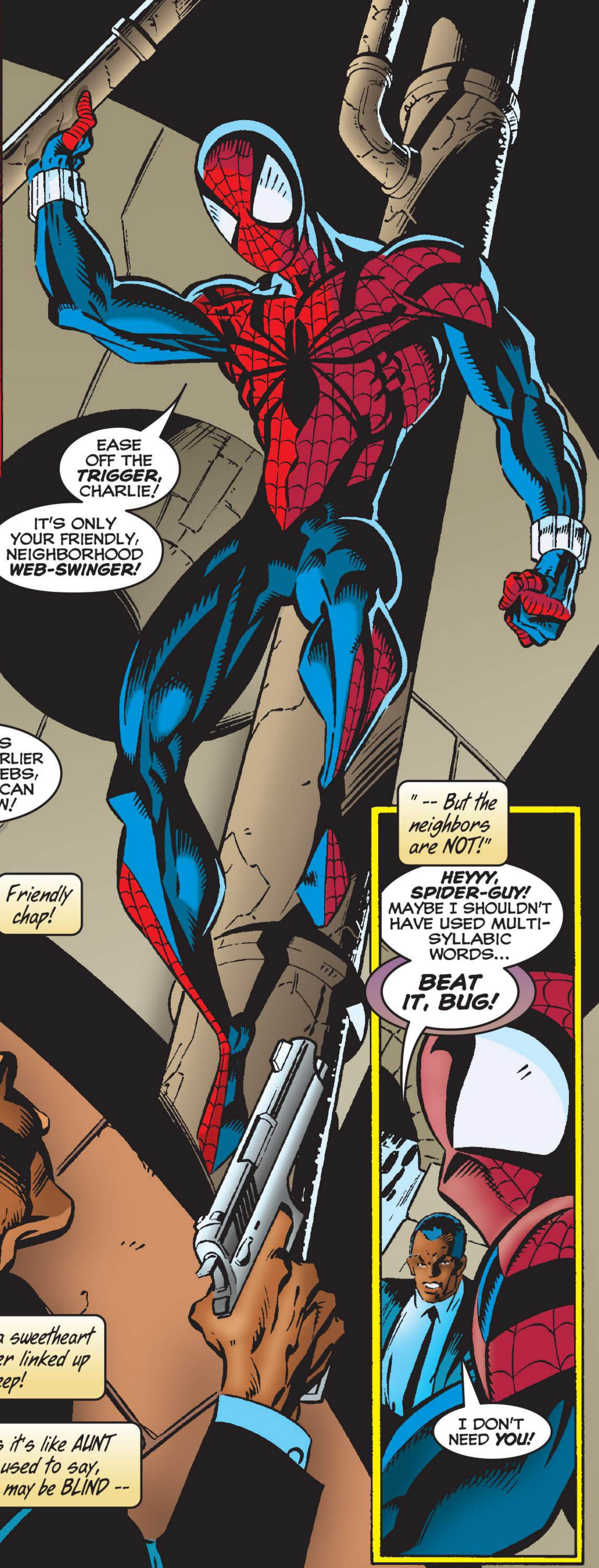
SHOW YOURSELF!

LET'S GET IT OVER WITH!



WE'RE BOTH **PROFESSIONALS!** THERE'S NO NEED TO WASTE TIME, OR --

WHOA!



EASE OFF THE **TRIGGER,** CHARLIE!

IT'S ONLY YOUR FRIENDLY, NEIGHBORHOOD **WEB-SWINGER!**

THANKS FOR THE EARLIER **ASSIST,** WEBS, BUT YOU CAN **GO NOW!**

I GOT THE SITUATION **WIRED!**

Friendly chap!

" -- But the neighbors are **NOT!**"

HEYYY, **SPIDER-GUY!** MAYBE I SHOULDN'T HAVE USED MULTI-SYLLABIC WORDS...

BEAT IT, BUG!

I wonder how a sweetheart like Shirley ever linked up with this creep!

*Guess it's like AUNT MAY used to say, "Love may be **BLIND** --*

I DON'T NEED YOU!

00000!

ARE YOU
TWO FIGHTING
OVER LITTLE
Me?

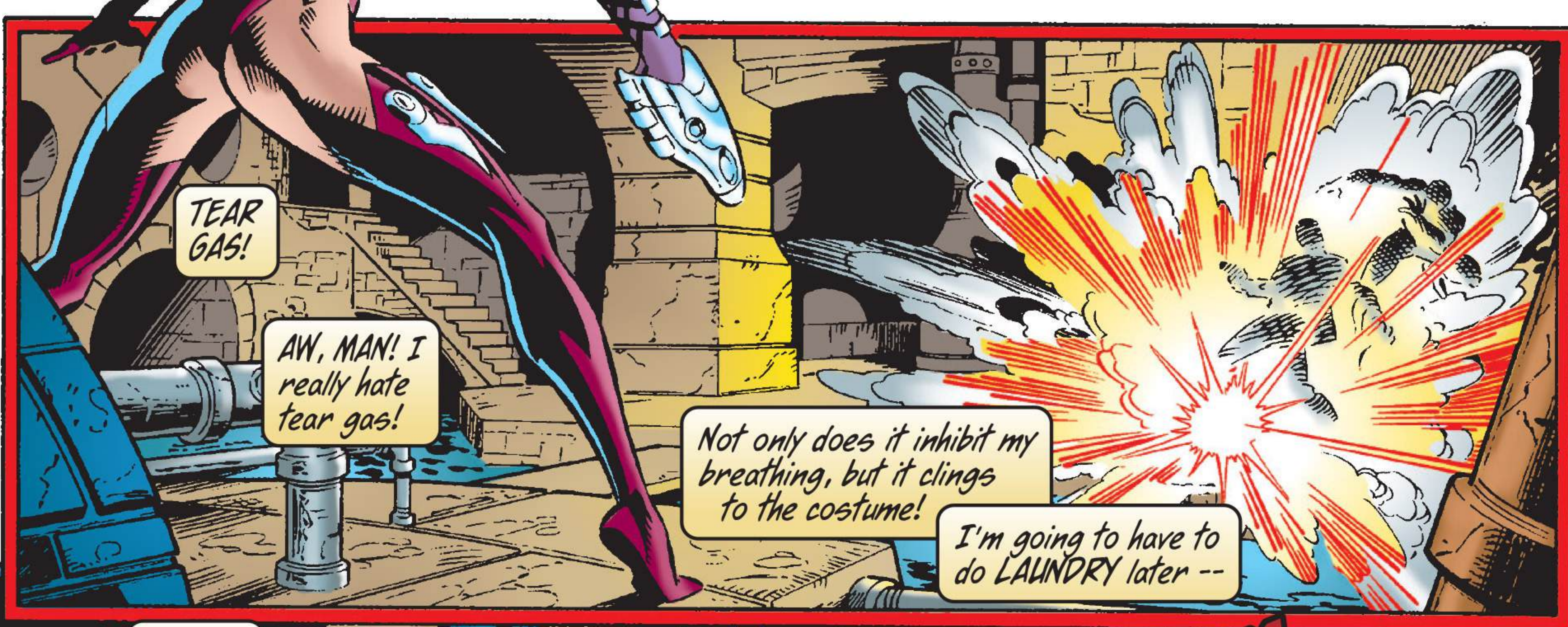
I USUALLY
LOVE IT WHEN
Males
VIE FOR MY
AFFECTIONS --
-- BUT
YOU'RE
SQUABBLING
LIKE
*Little
Boys!*

DELILAH
ONLY PLAYS
WITH
Men!

LET'S SEE
IF EITHER
OF YOU ARE
Worth
MY TIME...

EFFORT...

OR
Passion!



TEAR GAS!

AW, MAN! I really hate tear gas!

Not only does it inhibit my breathing, but it clings to the costume!

I'm going to have to do LAUNDRY later --

-- IF I survive!

I LIKE A MAN WHO'S **Strong** AND **Agile**, SPIDER-MAN --

-- BUT YOU REACT A BIT TOO **Quickly** FOR MY TASTES!

PWOOM
PWOOM
PWOOM

DON'T LET MY SPIDER-LIKE REFLEXES FOOL YOU, PRETTY LADY --

-- I CAN EASILY SLOW THE TEMPO FOR THE RIGHT OCCASION!

COUGH TH-THIS AIN'T A SINGLES BAR, WEBS! STOP CHATTING UP THAT BABE, AND CHOKE MAKE LIKE A HERO!

I COULD HAVE ACED HER --

-- IF YOU HADN'T INTERFERED!

DO US BOTH A FAVOR, MISTER --



-- AND
SHUT UP!

I may have to **SAVE**
this slime bag --

-- but nobody said I
had to be **COURTEOUS!**

Using my spider-
sense to guide me,
I swiftly zig-zag
through Delilah's
maze of deadly
weaponry...

D-DAD --?

S-SPIDER-
MAN -- ?

W-WHERE
ARE YOU
GUYS?

YAHOO! we
made it!

Just goes to show what
you can accomplish when
your heart is **PURE** --

-- And your lungs are free of
harmful **TARS** and **NICOTINE!**

IS
ANYBODY
THERE?!

L-LEGGO'A
ME, YOU
COSTUMED
SHOWOFF!

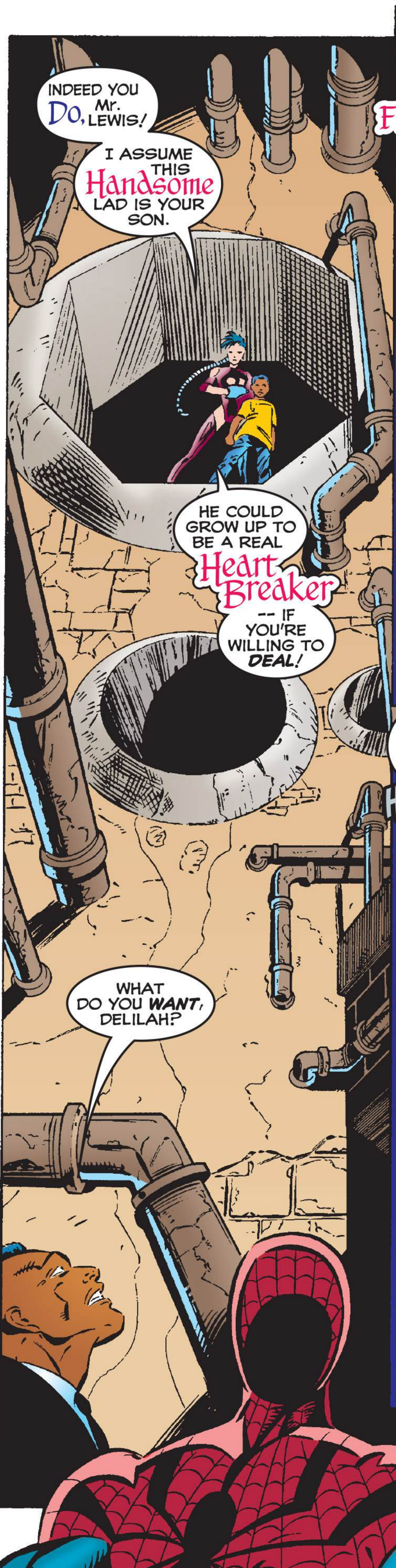
I AIN'T
LEAVING UNTIL
I'VE GOTTEN
DOWN WITH
DELILAH!

THAT
MAKES
TWO OF US,
PAL!

Uh,
WEBS...

...LOOKS
LIKE WE
GOT...

...ANOTHER
PROBLEM!



INDEED YOU
Do, Mr.
LEWIS!

I ASSUME
THIS
Handsome
LAD IS YOUR
SON.

HE COULD
GROW UP TO
BE A REAL
**Heart
Breaker**

-- IF
YOU'RE
WILLING TO
DEAL!

WHAT
DO YOU **WANT**,
DELILAH?

**My
Freedom!**

THIS
ASSIGNMENT
HAS BEEN FRAUGHT
WITH UNEXPECTED
COMPLICATIONS --
-- AND
I'D PREFER A
**Graceful
EXIT!**

IT'S
YOURS...
BUT IF... AND
ONLY IF... YOU
GIVE ME A
NAME!

**WHO
COMMISSIONED
THIS HIT?!**

YOU'RE
NEGOTIATING
WITH YOUR
SON'S LIFE AT
STAKE?!

COLD!

I EXPECTED
NO LESS! MY
EMPLOYER'S
NAME IS...

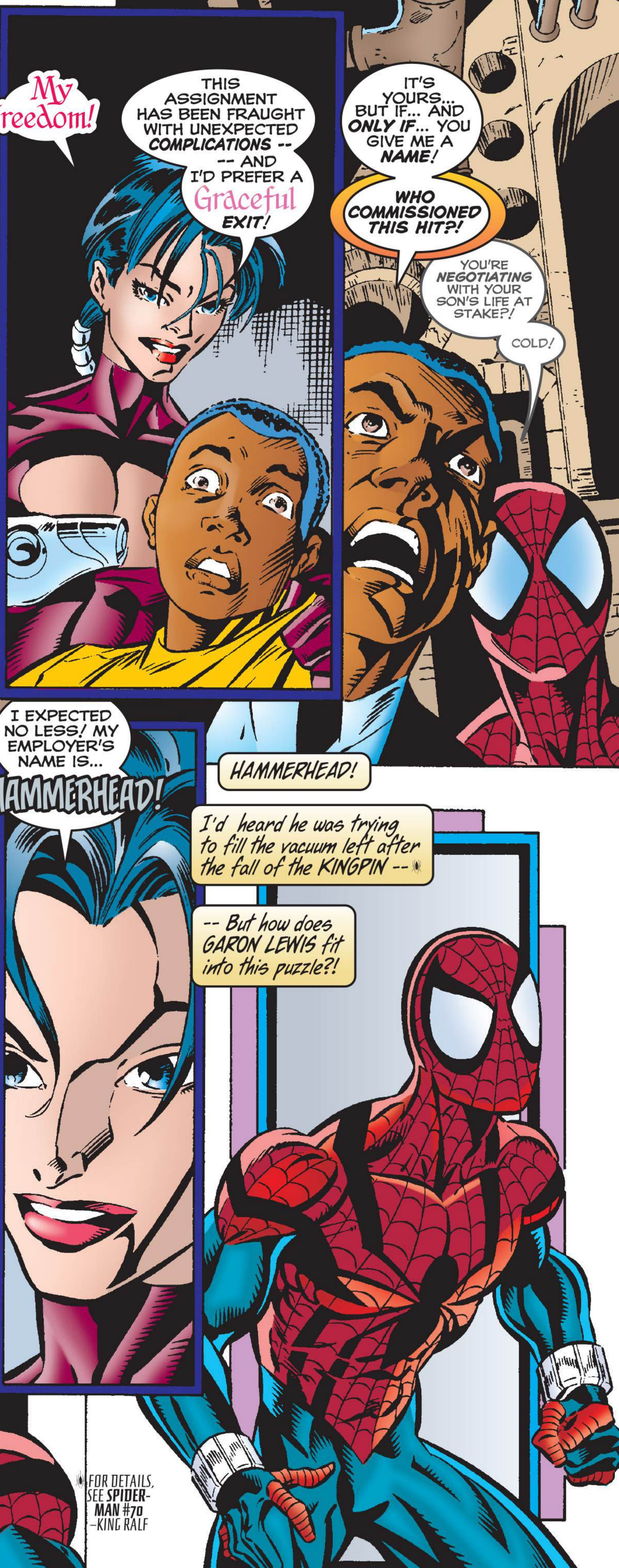
HAMMERHEAD!

HAMMERHEAD!

I'd heard he was trying
to fill the vacuum left after
the fall of the **KINGPIN** --

-- But how does
GARON LEWIS fit
into this puzzle?!

FOR DETAILS,
SEE **SPIDER-
MAN #70**
-- KING RALF



I'M PLEASED
WE COULD REACH AN
ACCOMMODATION,
Mr. LEWIS.

Ta-Ta!

DEVON--!

I spring upward
INSTINCTIVELY, my
body moving long
before my mind
catches up to it!

Though I failed
JESSICA --

-- and can't
save PETE --

-- DEVON is
going to live!

SURRKE

I'M
Surre
WE'LL MEET
AGAIN!

Oh, I
ALMOST
FORGOT...

YOUR
Son!

HE'S GOING
TO LIVE!

IS HE --?!

HE'LL BE
FINE!

With no regard for
his fancy suit, Garon
Lewis rushes forward!

Lucky for him,
Devon manages
to hold his lunch --

ALTHOUGH
I'D STEP BACK
UNTIL HIS STOMACH
STABILIZES!



--But my *TEMPER* isn't as easily restrained!

YOUR SON COULD HAVE BEEN **KILLED**, SLIMEBAG!

WHAT'S YOUR RELATIONSHIP WITH **HAMMERHEAD**? WHY DID HE HIRE **DELILAH** TO CAP YOU?!

TALK TO ME, MAN! WHAT'S YOUR **STORY**?

WHO ARE YOU?!

B-BUT I THOUGHT -- !

YOU SAW A BLACK MAN WITH A FAT WALLET AND SPLASHY CLOTHES!

DELILAH ALREADY MENTIONED MY NAME, BUT I'M **GARON LEWIS...**

DETECTIVE GARON LEWIS...!



I'M ASSIGNED TO TASK FORCE SEVEN, A SPECIAL UNIT DEVOTED TO ORGANIZED CRIME.

I KNOW EXACTLY **WHAT** YOU THOUGHT, WEB-MAN!

I...
I'M SORRY!

KEEP YOUR APOLOGY.

I JUST WANT TO GET OUT OF THIS SEWER BEFORE MY SUIT IS COMPLETELY RUINED!



SORRY YOU HAD TO GET INVOLVED, KID! YOUR MAMA WAS ALWAYS AFRAID YOU'D BE ENDANGERED BY MY WORK!

GUESS THAT'S WHY SHE WENT BACK TO HER MAIDEN NAME AFTER WE DIVORCED!

I DON'T CARE, DAD! I'M COOL WITH THE RISK AS LONG AS WE'RE TOGETHER!



YEAH... WELL... I'VE GOT TO REPORT THIS INCIDENT!

I'LL CALL YOU SOON!



REAL SOON!



I used to think of Devon as NASTY and MEAN-SPIRITED!

It never occurred to me that his sarcasm was only a SHIELD!

A protective cocoon to keep away the pain...

...and the loneliness!

He kind of reminds me of someone I once knew!

All he needs are the glasses --

-- And the science books!



WHAT'S THE WORD, DEVON?

YOU LOOK LIKE YOU COULD USE A FRIEND!

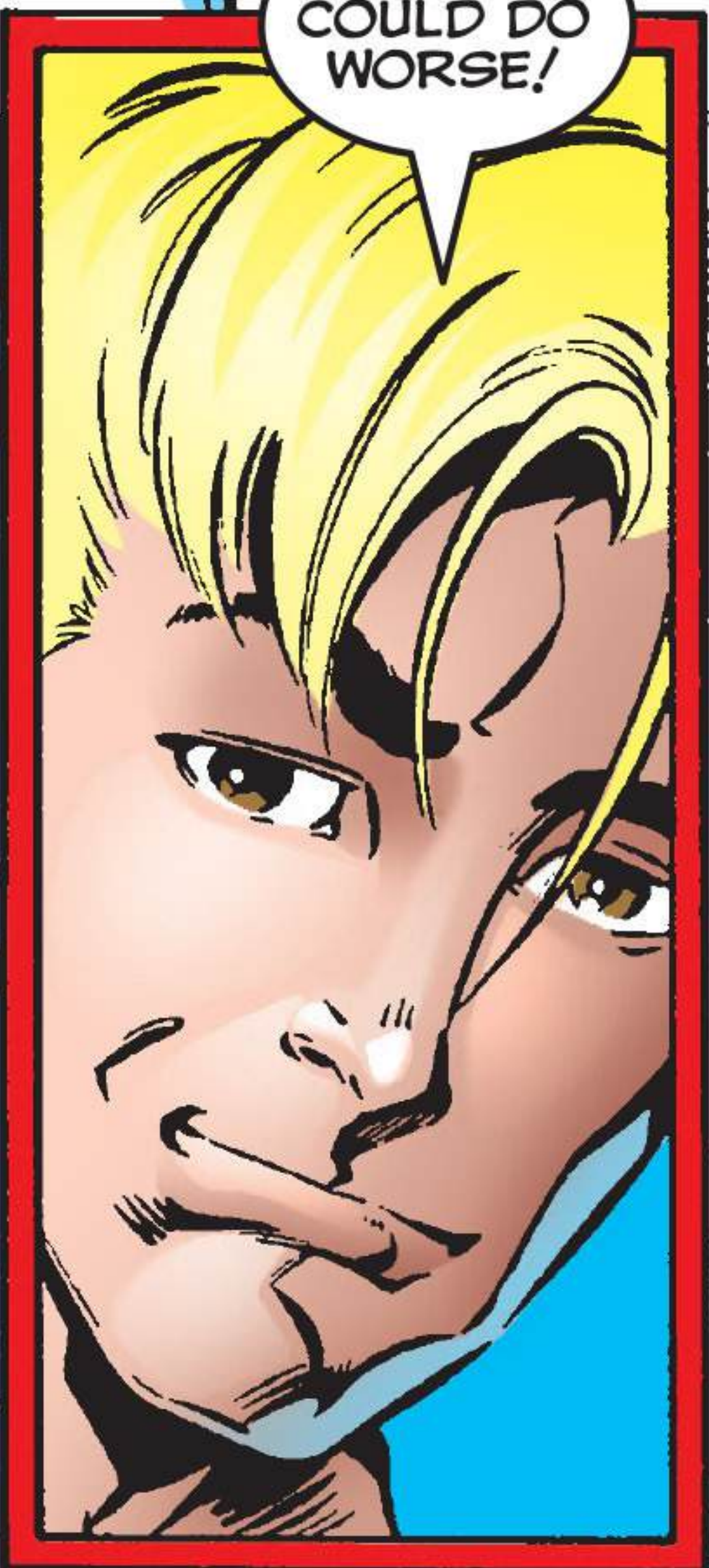
GET REAL, REILLY!

I DON'T NEED TO HANG WITH NO WHITEBREAD WASTE!



MAYBE YOU SHOULD GIVE IT A TRY!

YOU COULD DO WORSE!



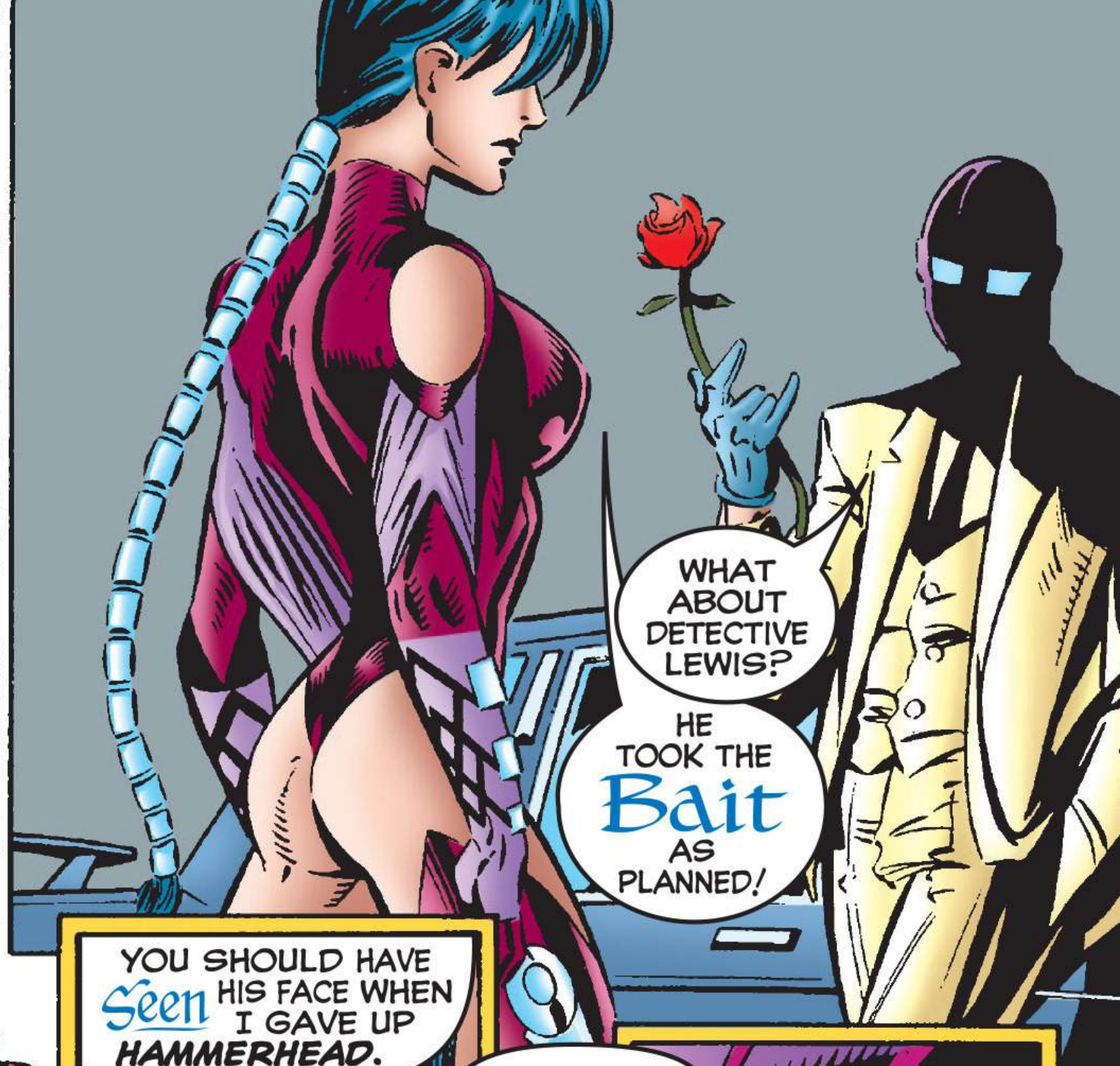
DOUBT IT!

00000!
I HOPE I
HAVEN'T KEPT
YOU WAITING!

NOT AT
ALL, MY DEAR!
I TRUST THE
ASSIGNMENT
WENT *WELL*.

A FEW
SNAGS.
NOTHING I
COULDN'T
Handle.

SNAGS--?!



WHAT
ABOUT
DETECTIVE
LEWIS?

HE
TOOK THE
Bait
AS
PLANNED!



YOU SHOULD HAVE
Seen HIS FACE WHEN
I GAVE UP
HAMMERHEAD.



EXCELLENT!
LEWIS IS A
PITBULL!

HE
WILL SURELY
COMPLICATE HAMMER-
HEAD'S STRUGGLE TO
CONTROL THE
UNDERWORLD!

THE
ROSE IS
PLEASED!

VERY
PLEASED!

Spider-Man
JOINED
THE PARTY RATHER
UNEXPECTEDLY!

I COULD
HAVE EASILY
ELIMINATED HIM,
BUT YOU AND I
NEVER DISCUSSED
A PRICE!

I HAVE
NO DOUBT WE
CAN ARRIVE AT AN
APPROPRIATE
FIGURE!



NEXT:

ONSLAUGHT

MARVEL
COMICS



SPIDER-MAN

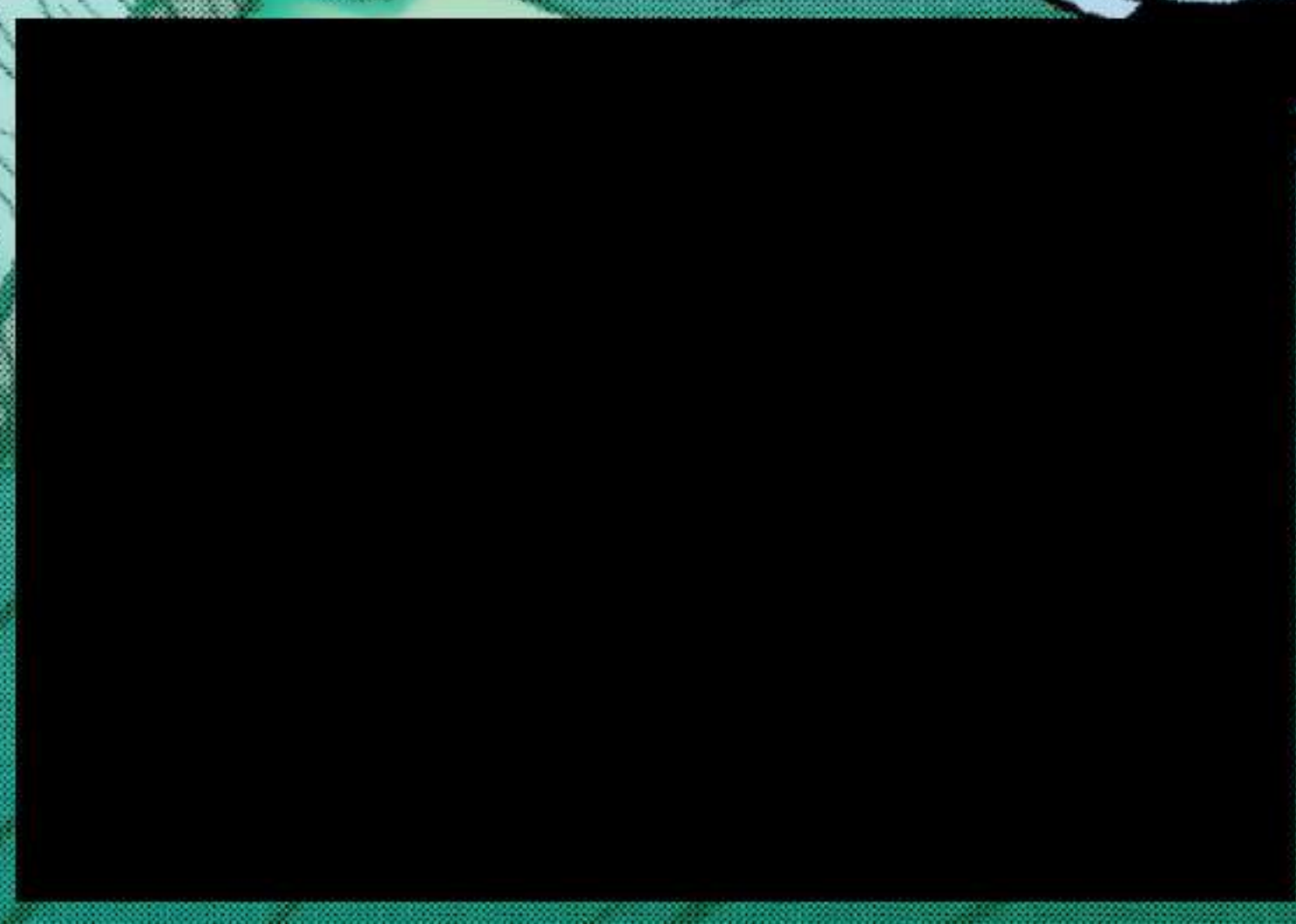
AUG '96 71

APPROVED
BY THE
COMICS
CODE
AUTHORITY

SPIDER-MAN



**Matters
of Life and
Death!**



JRJR
AW



A BASEMENT
SOMEWHERE IN
NEW YORK CITY.

WHEN I
WAS A YOUNG
BOY IT WAS MY
JOB TO WATCH OVER
THE FAMILY SHEEP
HERD AT NIGHT.

SITTING
ALONE IN THE
FIELD, WITH ONLY
THE BLEATING SHEEP FOR
COMPANY, I WOULD STARE
INTO THE STAR-FILLED SKY AND
DREAM OF ALL THAT I WOULD
DO WHEN I GREW UP, AND
WAS FAR AWAY FROM
THE FIELD.

ONE NIGHT,
A METEOR SHOWER
FILLED THE SKY WITH A
WONDROUS DISPLAY
OF SHOOTING
STARS.

I SPENT
THAT NIGHT
COUNTING STREAKS
OF MAGICAL LIGHT
AND WISHING, WISHING
I COULD BE ANYWHERE
BUT IN THAT
FIELD.

ON
THAT NIGHT
THE WOLVES
CAME AND WE
LOST MANY
SHEEP.

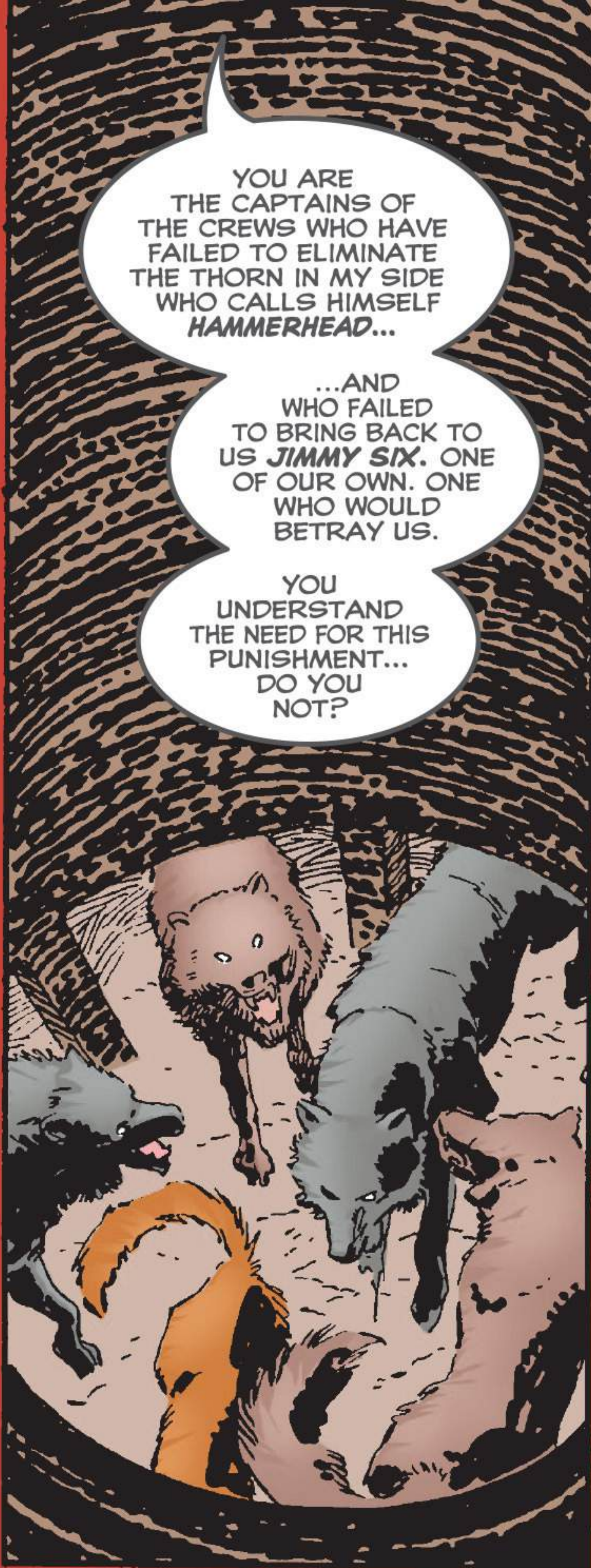
WHEN
I FACED MY
FATHER THE NEXT
MORNING, THE TASTE
OF FEAR BURNING
THE BACK OF MY
THROAT...

... ALL HE
COULD SAY WAS:
"SON, YOU HAVE
DISAPPOINTED
ME."

ON THAT
DAY, GENTLEMEN,
I FIRST LEARNED
THE MEANING OF
FEAR AND TRUE
PAIN.

TODAY,
GENTLEMEN...

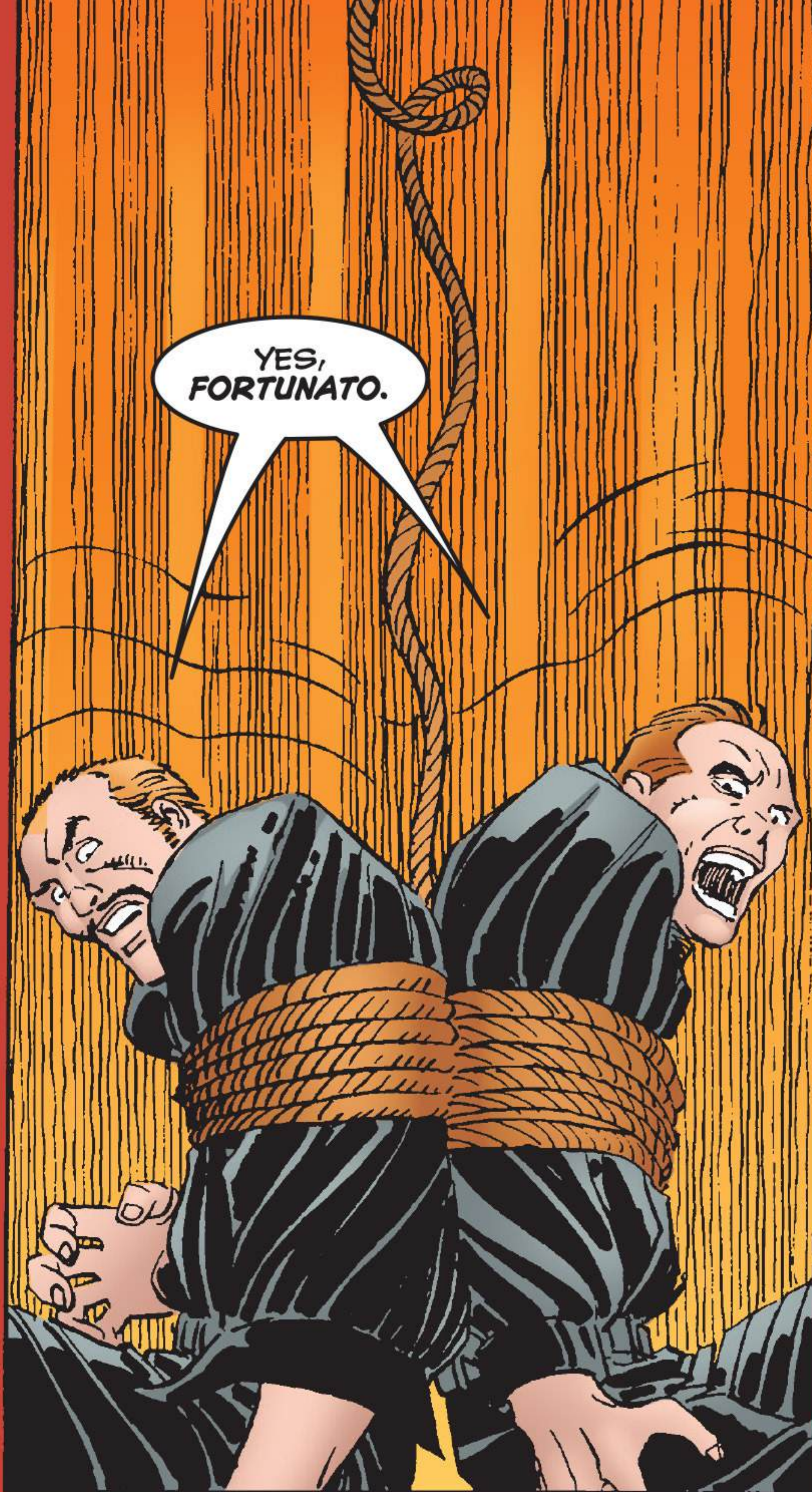
...YOU HAVE
DISAPPOINTED
ME.



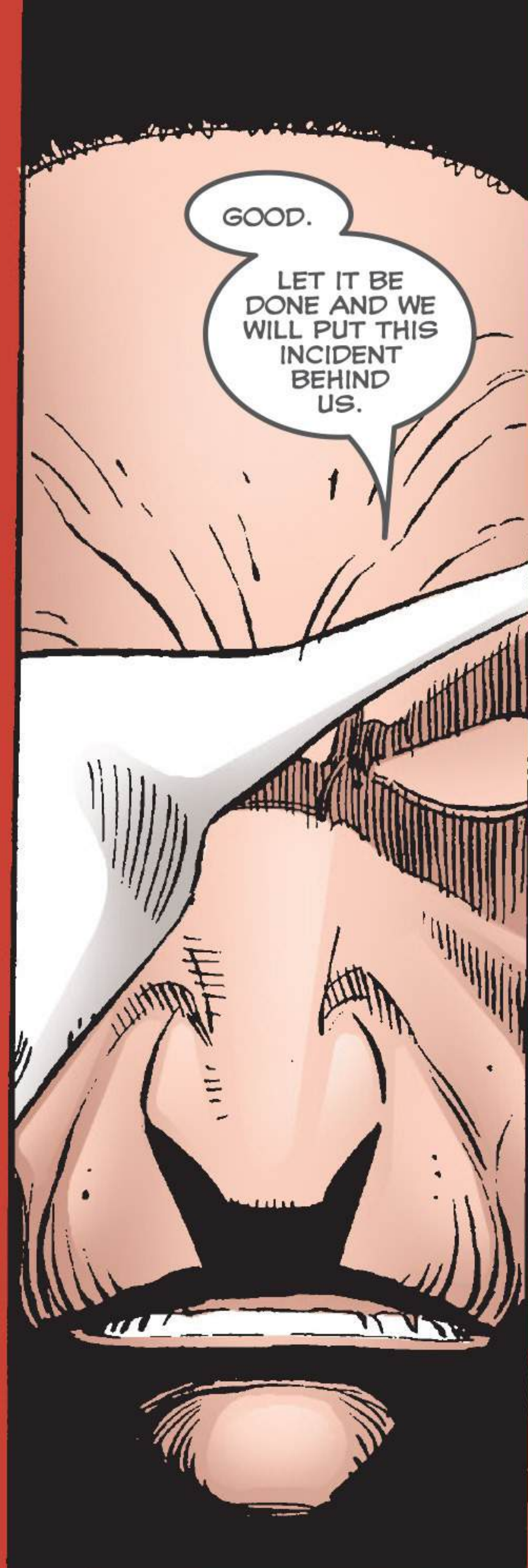
YOU ARE THE CAPTAINS OF THE CREWS WHO HAVE FAILED TO ELIMINATE THE THORN IN MY SIDE WHO CALLS HIMSELF **HAMMERHEAD**...

...AND WHO FAILED TO BRING BACK TO US **JIMMY SIX**. ONE OF OUR OWN. ONE WHO WOULD BETRAY US.

YOU UNDERSTAND THE NEED FOR THIS PUNISHMENT... DO YOU NOT?

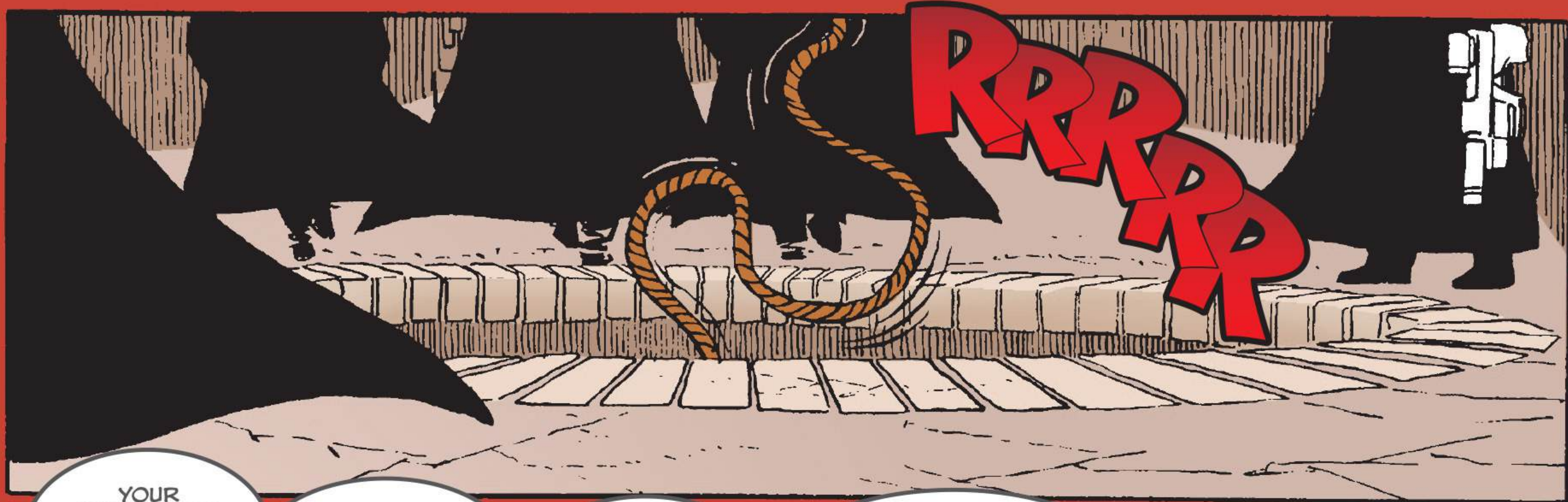


YES, **FORTUNATO**.



GOOD.

LET IT BE DONE AND WE WILL PUT THIS INCIDENT BEHIND US.



RRRRRR



YOUR WHELPS ARE PLAYFUL TODAY, **ANGEL**. Heh?

LEAVE THEM IN THE PIT FOR FIVE MINUTES AND THEN HAVE THEM ATTENDED TO.

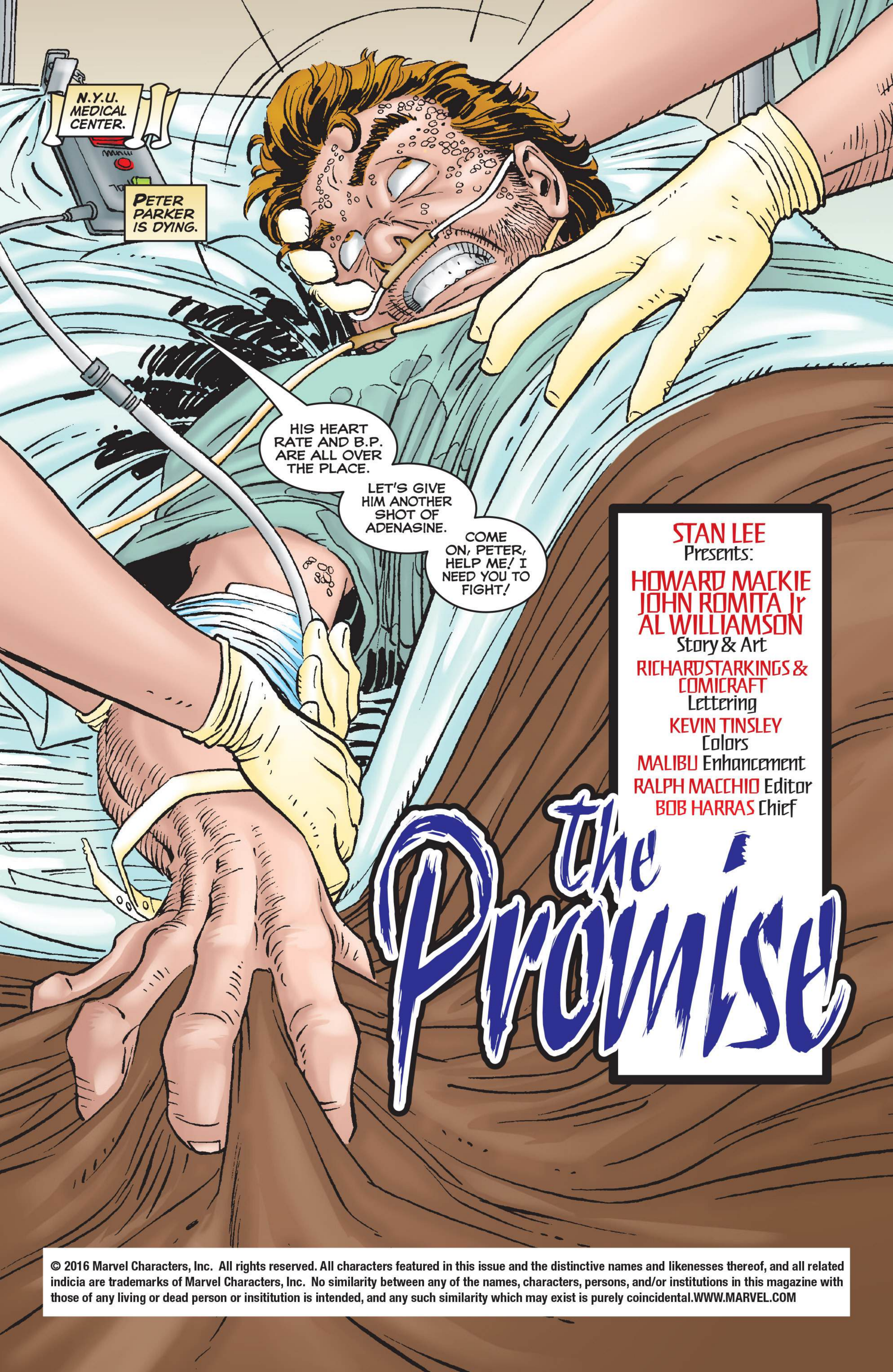
FIND THIS **HAMMERHEAD** AND FINISH THAT WHICH SHOULD HAVE BEEN FINISHED.

THEN FIND **SIX** AND BRING HIM TO ME. **HE** WOULD NOT HAVE FAILED ME IN THESE SIMPLE REQUESTS. PERHAPS HE CAN BE SALVAGED YET.

I AM TOLD PHOTOGRAPHS HAVE BEEN TAKEN WHICH COULD LINK OUR ORGANIZATION TO **HAMMERHEAD**. FIND THE PHOTOGRAPHS AND THOSE WHO TOOK THEM.

DO THESE THINGS NOW, GENTLEMEN. AND...

...DO NOT DISAPPOINT ME.



N.Y.U.
MEDICAL
CENTER.

PETER
PARKER
IS DYING.

HIS HEART
RATE AND B.P.
ARE ALL OVER
THE PLACE.

LET'S GIVE
HIM ANOTHER
SHOT OF
ADENASINE.

COME
ON, PETER,
HELP ME! I
NEED YOU TO
FIGHT!

STAN LEE
Presents:

HOWARD MACKIE
JOHN ROMITA Jr
AL WILLIAMSON

Story & Art

**RICHARD STARKINGS &
COMICRAFT**

Lettering

KEVIN TINSLEY

Colors

MALIBU Enhancement

RALPH MACCHIO Editor

BOB HARRAS Chief

The Promise

THE PAST SEVERAL DAYS HAVE BEEN A BLUR TO MARY JANE PARKER.

PETER PASSED OUT, WAS RUSHED TO THE HOSPITAL AND HAS BEEN WAGING A NON-STOP FIGHT FOR HIS LIFE EVER SINCE.

SHE HAD HOPED THAT WHEN HIS POWERS FADED, WHEN HE WAS NO LONGER SPIDER-MAN, SHE AND PETER WOULD BE ABLE TO FINALLY SETTLE DOWN AND ENJOY LIFE...

... ENJOY THEIR CHILD, WHOM SHE CAN NOW FEEL KICKING WITHIN HER WOMB.

SINCE THE SHOCKING ENDING OF OUR LAST ISSUE - E.R. - A.I.F.

BUT THOSE HOPES NOW SEEM SO DISTANT.

RIGHT NOW, ALL MARY JANE CAN HOPE FOR...

... IS THAT HER HUSBAND WILL LIVE THROUGH THE HOUR.

OKAY, EVERYONE, LET'S ALL PRAY THAT THIS WORKS... AGAIN.

BLOOD PRESSURE IS STABILIZING.

HEART RATE IS NORMAL.

DOCTOR CONNORS, HOW LONG CAN HE GO ON LIKE THIS? THE SEIZURES...? CAN'T YOU DO ANYTHING?

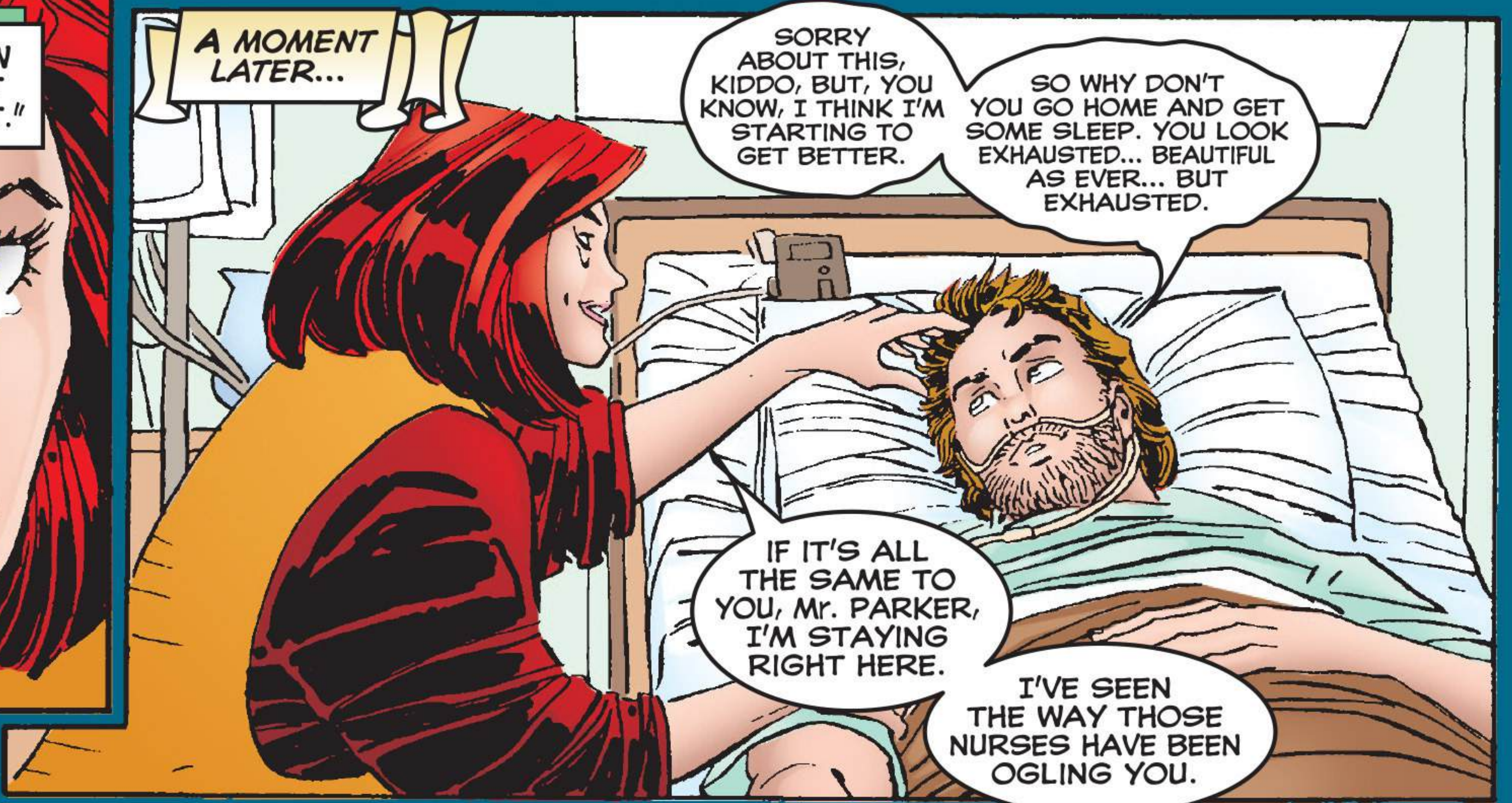
WE'VE GOT A FEW MORE EXPERIMENTAL AVENUES OF TREATMENT TO PURSUE. IF I JUST HAD MORE TIME...

THE TRUTH, DOCTOR... PLEASE?

I'M SORRY, MARY JANE...



"...I DON'T KNOW
IF HE'LL MAKE IT
THROUGH THE NIGHT."



A MOMENT
LATER...

SORRY
ABOUT THIS,
KIDDO, BUT, YOU
KNOW, I THINK I'M
STARTING TO
GET BETTER.

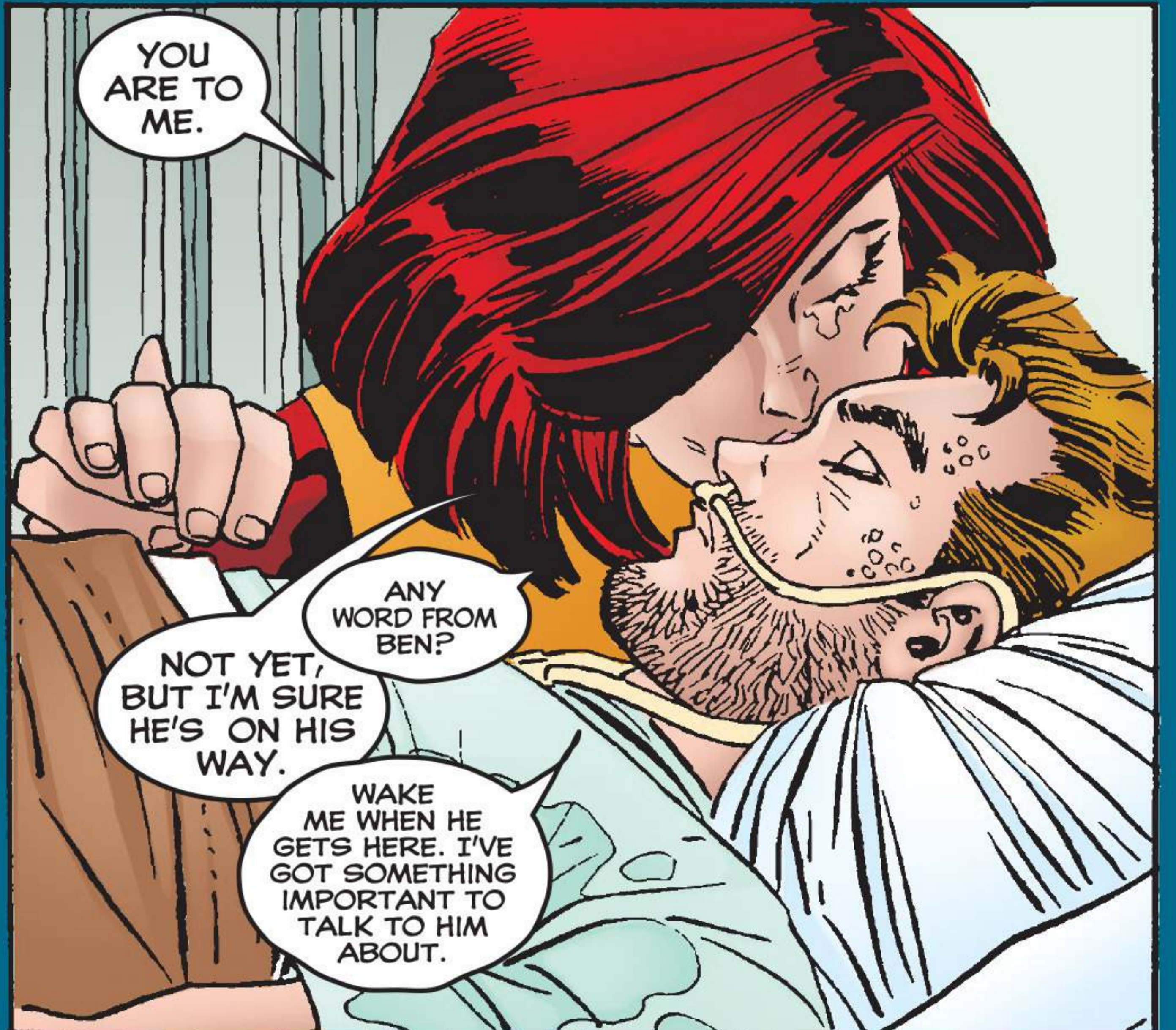
SO WHY DON'T
YOU GO HOME AND GET
SOME SLEEP. YOU LOOK
EXHAUSTED... BEAUTIFUL
AS EVER... BUT
EXHAUSTED.

IF IT'S ALL
THE SAME TO
YOU, MR. PARKER,
I'M STAYING
RIGHT HERE.

I'VE SEEN
THE WAY THOSE
NURSES HAVE BEEN
OGLING YOU.



YEAH... LOOK AT ME...
I'M A REGULAR
BRAD PITT.



YOU
ARE TO
ME.

ANY
WORD FROM
BEN?
NOT YET,
BUT I'M SURE
HE'S ON HIS
WAY.

WAKE
ME WHEN HE
GETS HERE. I'VE
GOT SOMETHING
IMPORTANT TO
TALK TO HIM
ABOUT.



YOU
JUST GET
SOME
REST.

I'LL
BE RIGHT
HERE...

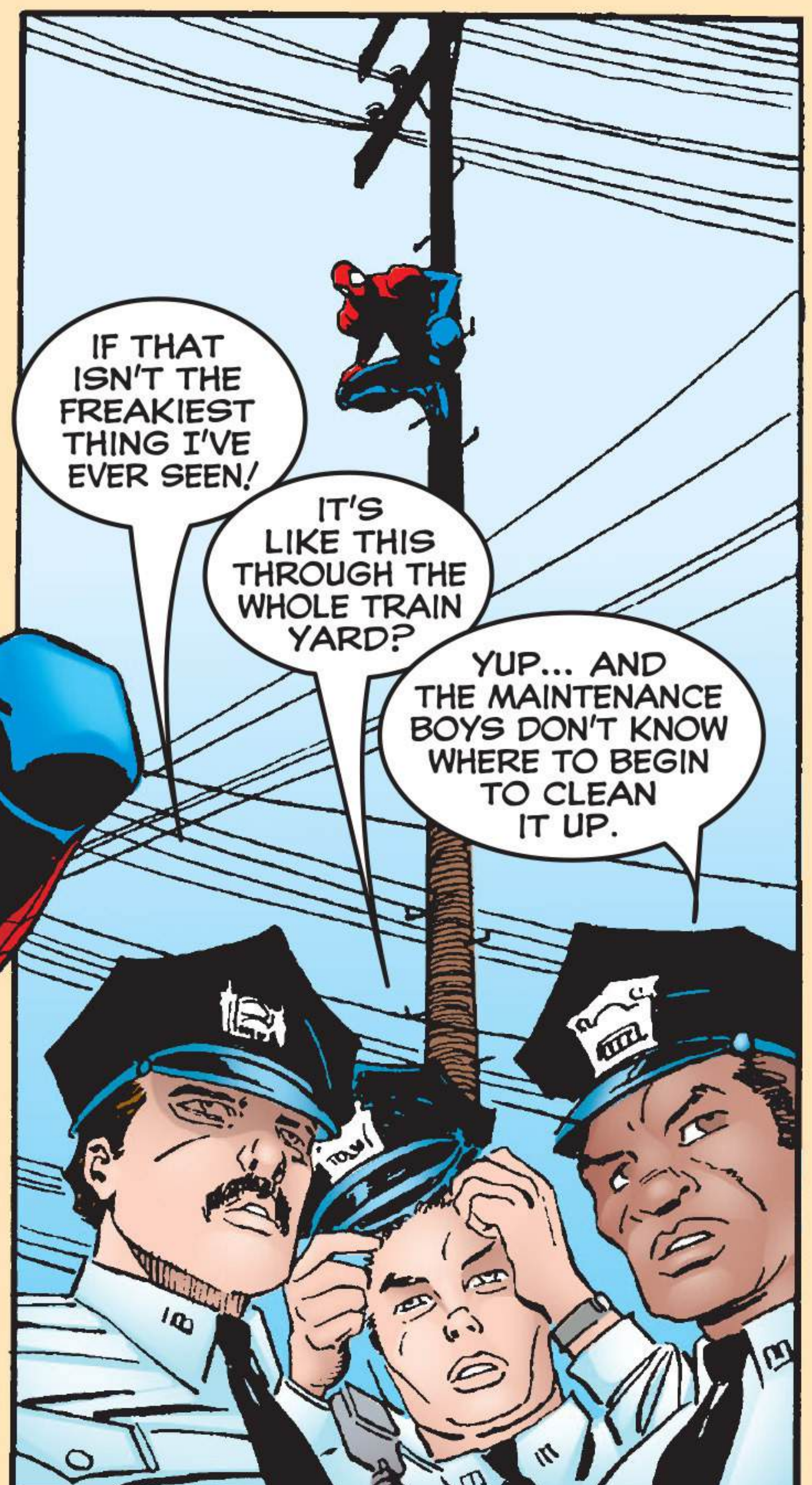


"...WHEN
YOU
WAKE."



BUT BEN REILLY, THE AMAZING SPIDER-MAN, IS MOMENTARILY OCCUPIED ON THE OTHER SIDE OF THE CITY.

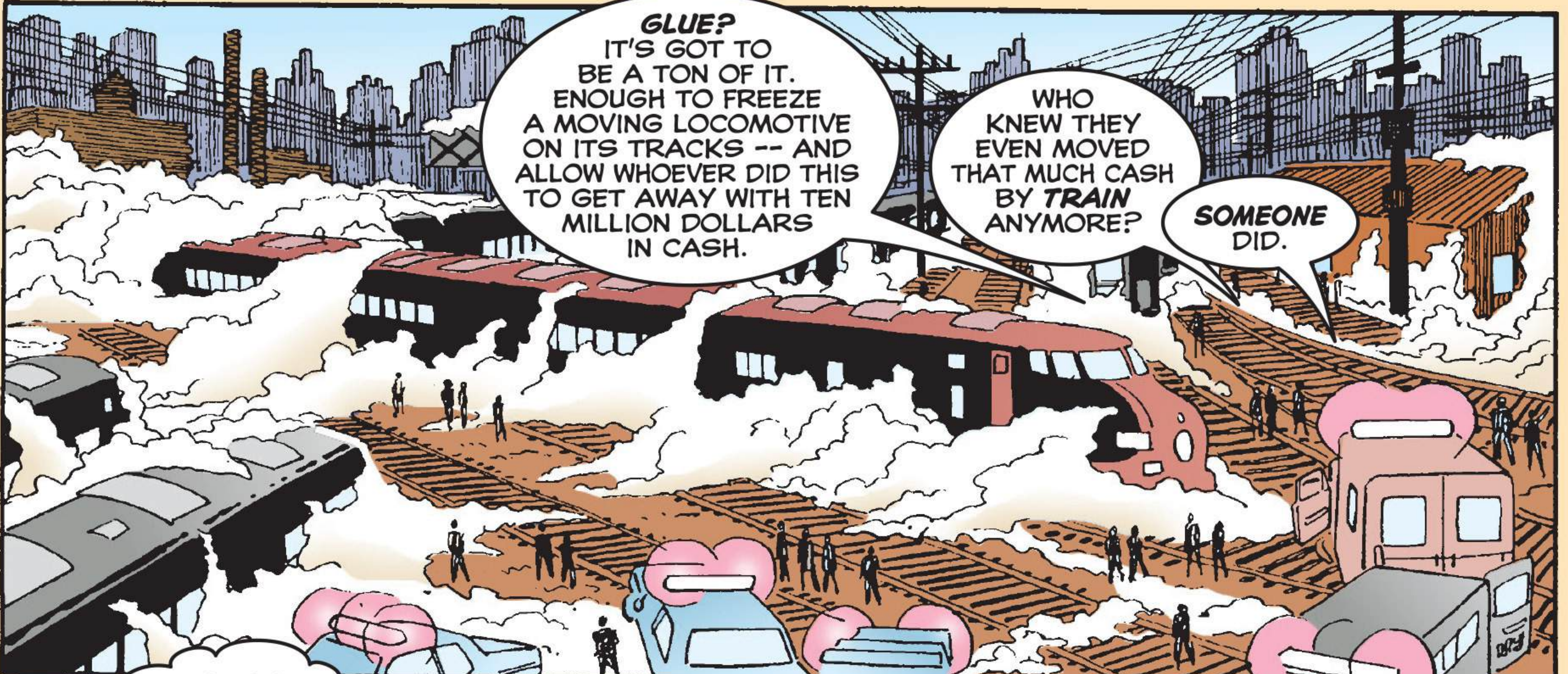
WHAT DO WE HAVE HERE?



IF THAT ISN'T THE FREAKIEST THING I'VE EVER SEEN!

IT'S LIKE THIS THROUGH THE WHOLE TRAIN YARD?

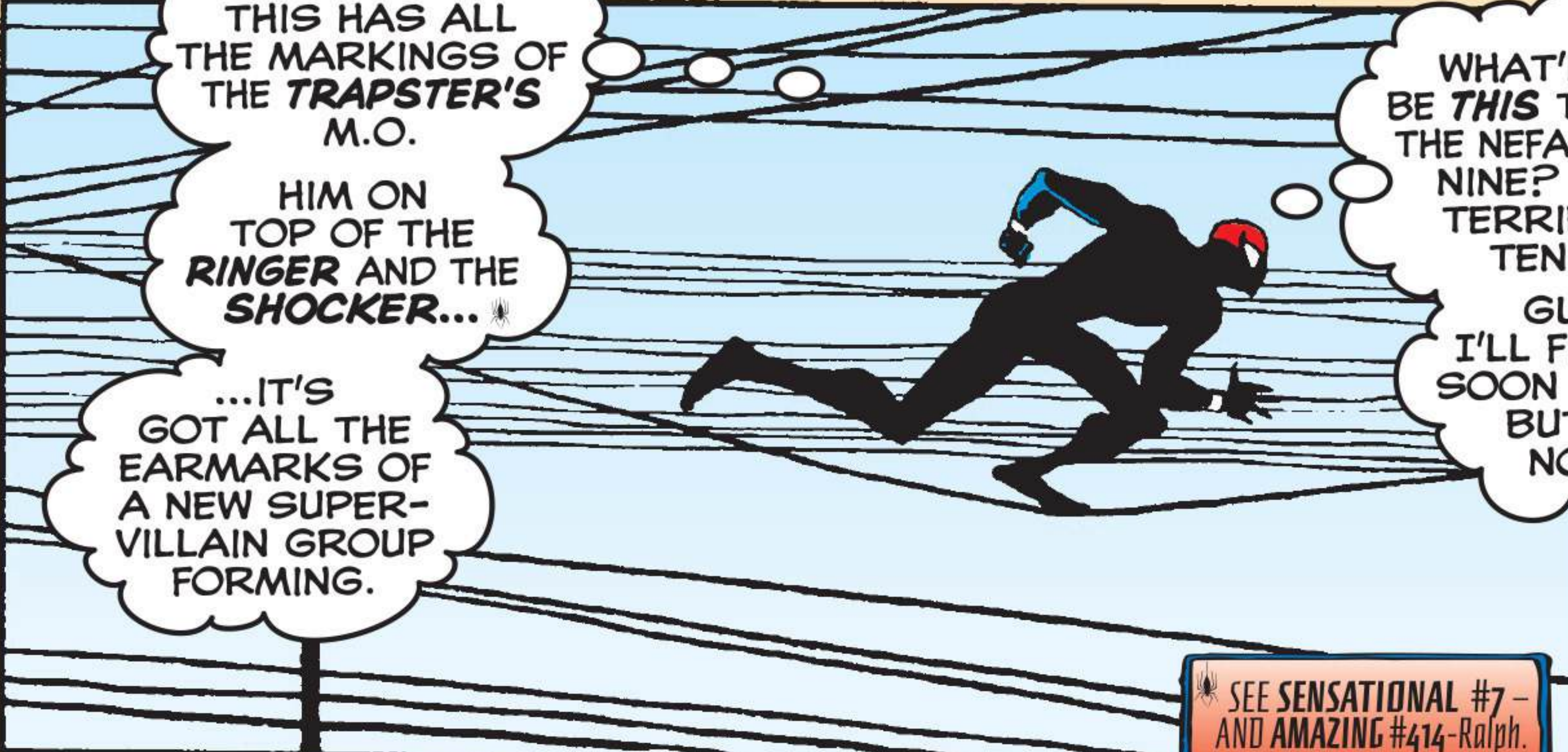
YUP... AND THE MAINTENANCE BOYS DON'T KNOW WHERE TO BEGIN TO CLEAN IT UP.



GLUE? IT'S GOT TO BE A TON OF IT. ENOUGH TO FREEZE A MOVING LOCOMOTIVE ON ITS TRACKS -- AND ALLOW WHOEVER DID THIS TO GET AWAY WITH TEN MILLION DOLLARS IN CASH.

WHO KNEW THEY EVEN MOVED THAT MUCH CASH BY TRAIN ANYMORE?

SOMEONE DID.



CURIOUS. THIS HAS ALL THE MARKINGS OF THE TRAPSTER'S M.O.

HIM ON TOP OF THE RINGER AND THE SHOCKER...

...IT'S GOT ALL THE EARMARKS OF A NEW SUPER-VILLAIN GROUP FORMING.

WHAT'LL IT BE THIS TIME -- THE NEFARIOUS NINE? THE TERRIBLE TEN?

GUESS I'LL FIND OUT SOON ENOUGH, BUT FOR NOW...

"...I PROMISED MARY JANE I'D BE AT THE HOSPITAL AN HOUR AGO!"

SEE SENSATIONAL #7 - AND AMAZING #414 - Ralph.



BEEN WORKING BACK-TO-BACK SHIFTS FOR TWO DAYS STRAIGHT, AND I FEEL LIKE I'M GOING TO FALL DOWN.

CAN'T WAIT FOR THIS RESIDENCY TO BE DONE SO I CAN MOVE INTO MY UNCLE'S PRACTICE IN SCARSDALE.



NO MORE EMERGENCIES... NO MORE GUN SHOT TRAUMA...



...JUST A NICE QUIET PRACTICE, A SIX FIGURE INCOME, SEVEN WEEKS' VACATION IN HAWAII... THE GOOD LIFE.



AND I'D EVEN TRADE ALL *THAT* IN FOR EIGHT HOURS OF UNINTERRUPTED SLEEP.



TIME TO WAKE UP, SLEEPIN' BEAUTY!

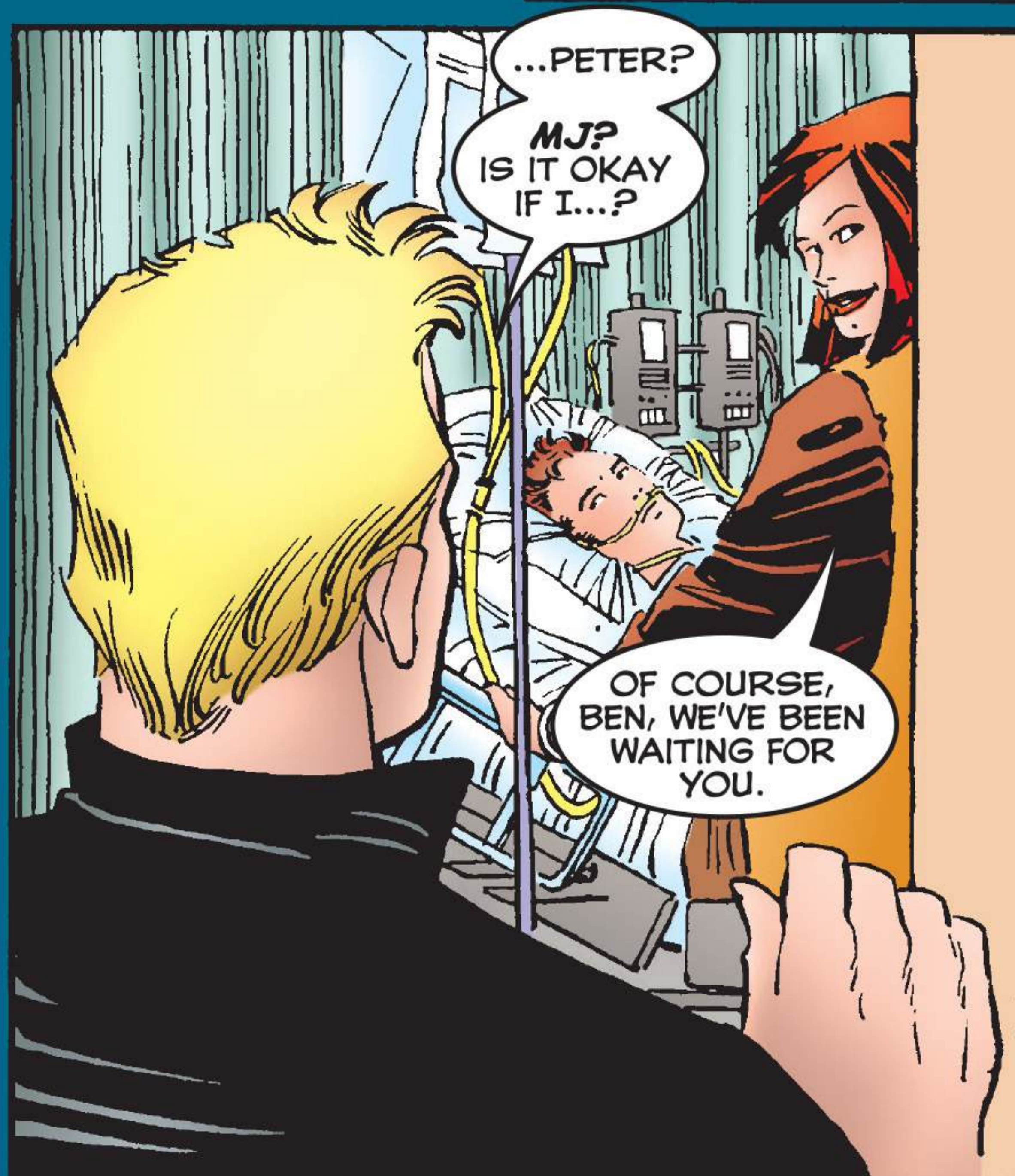
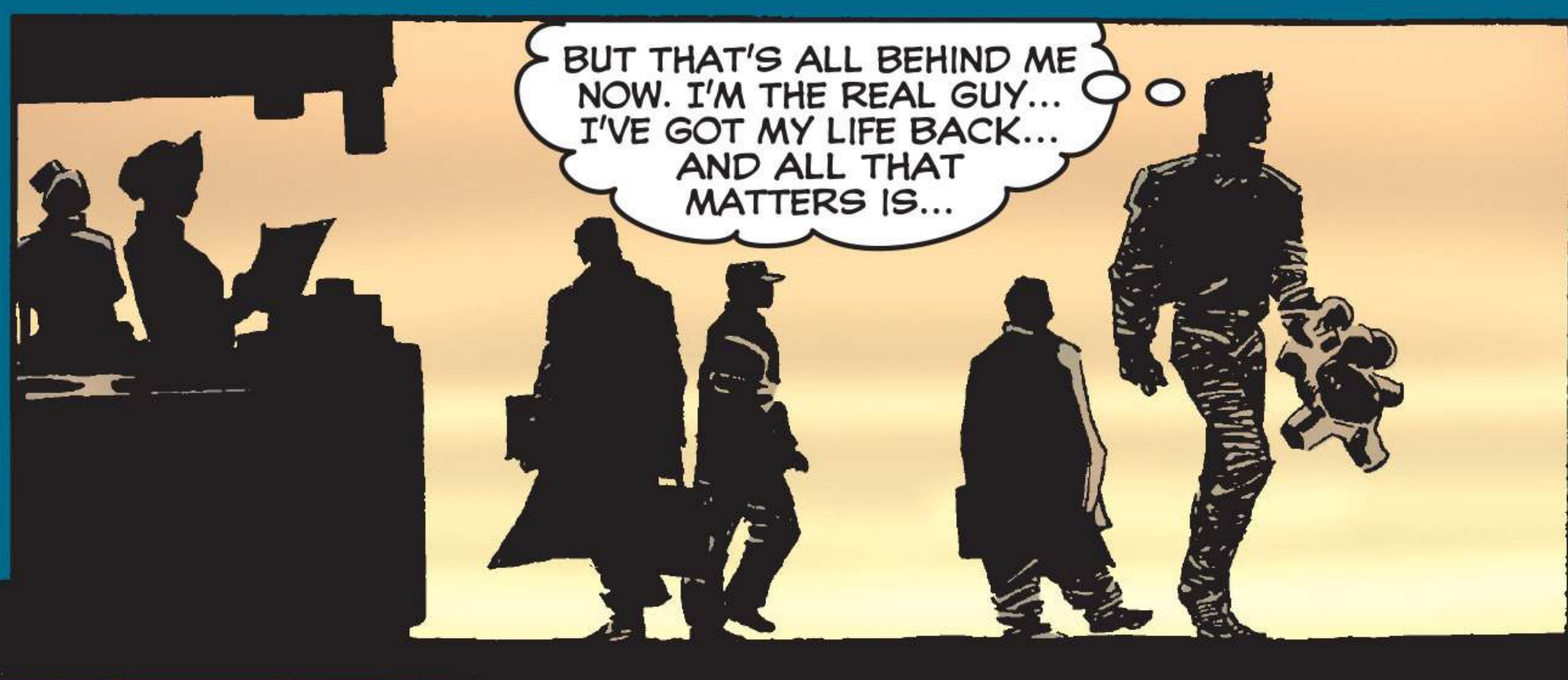
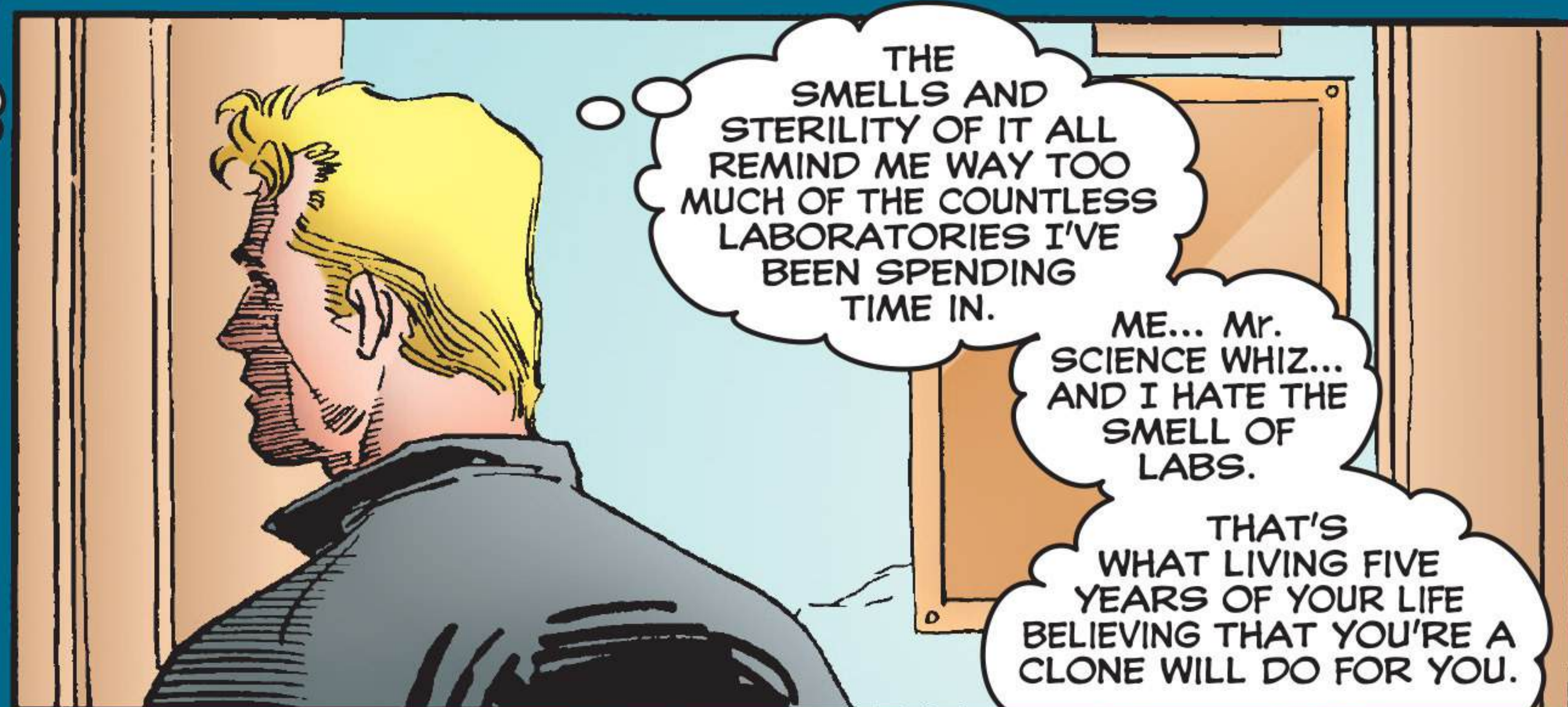
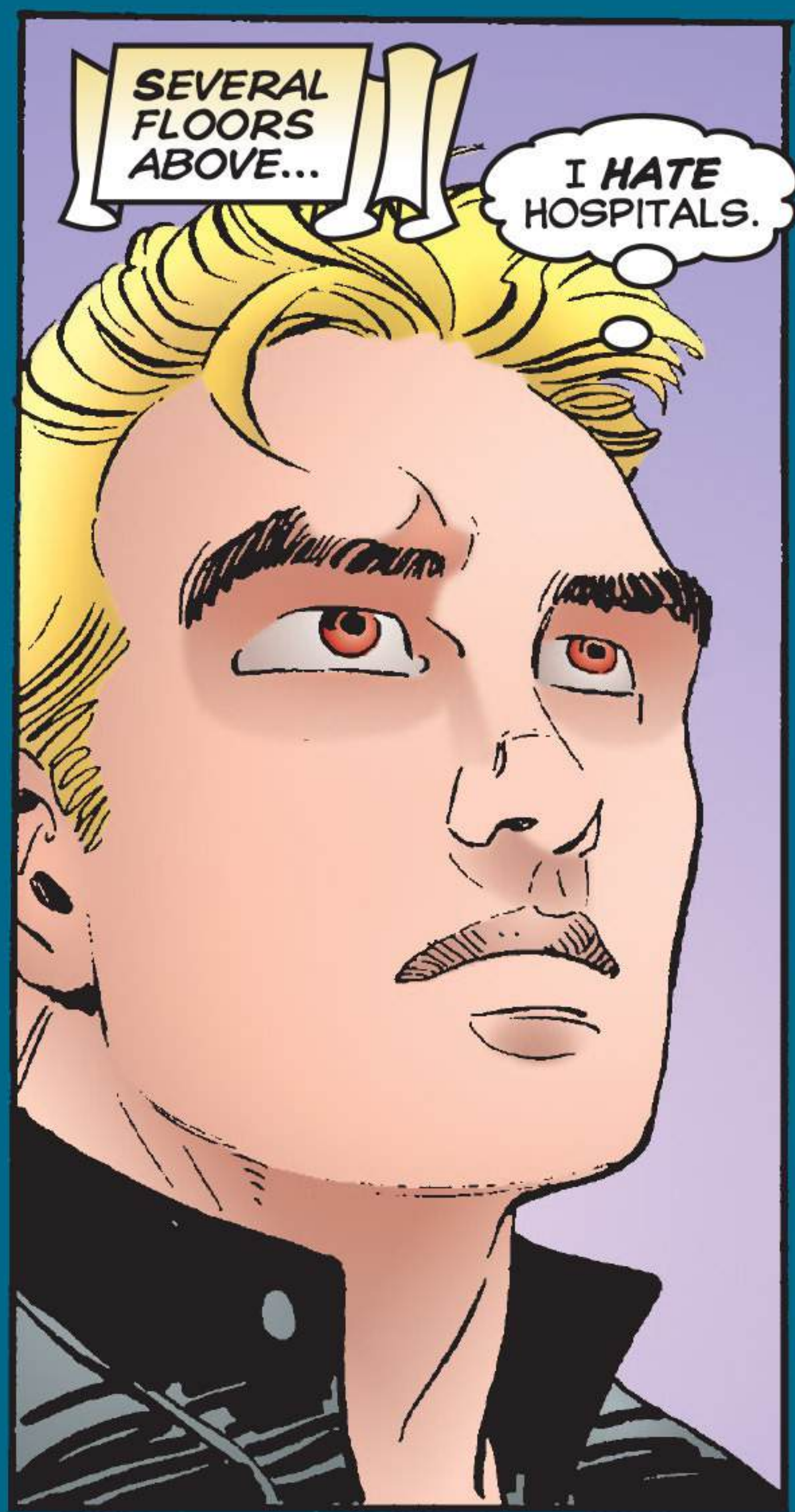


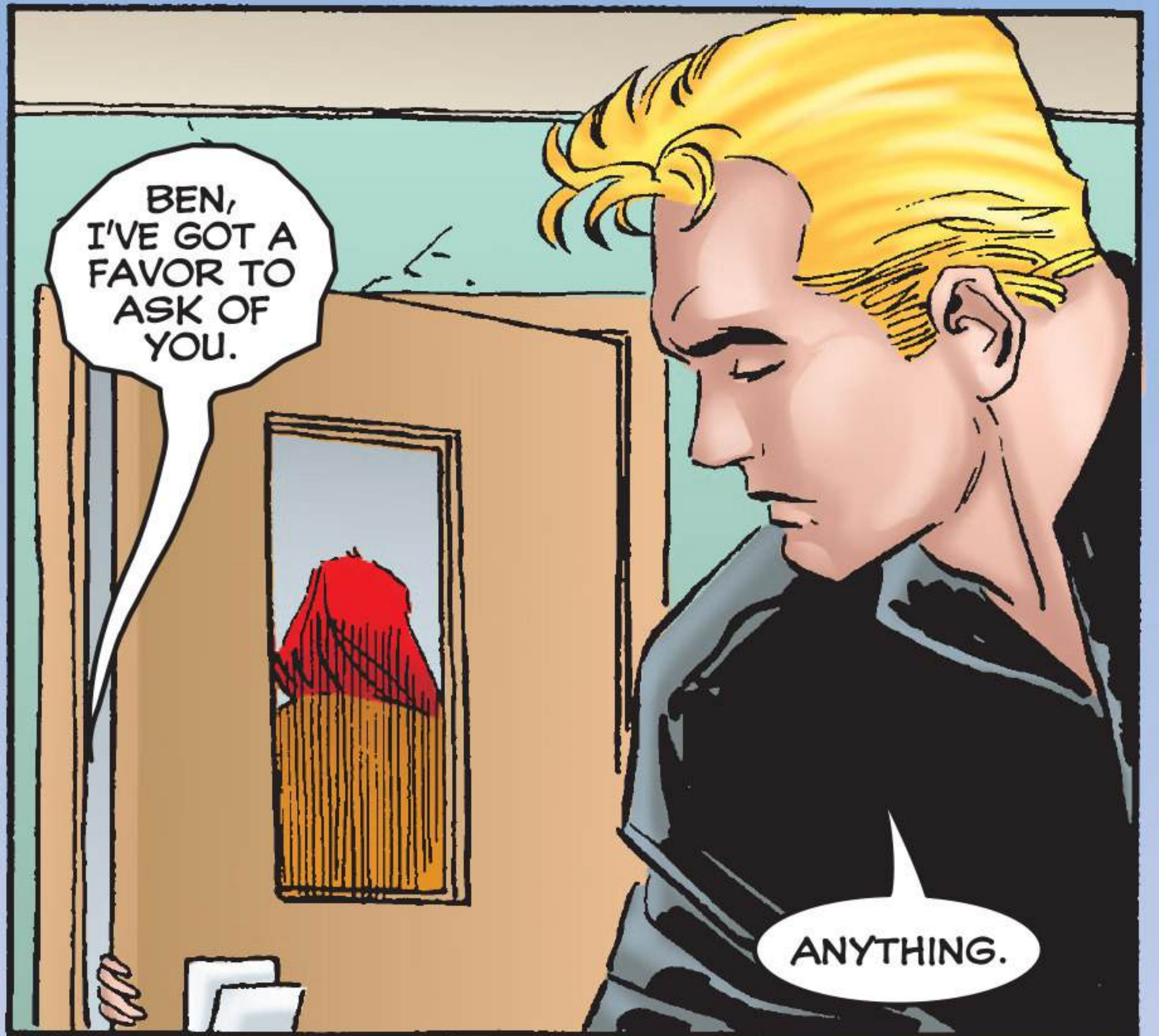
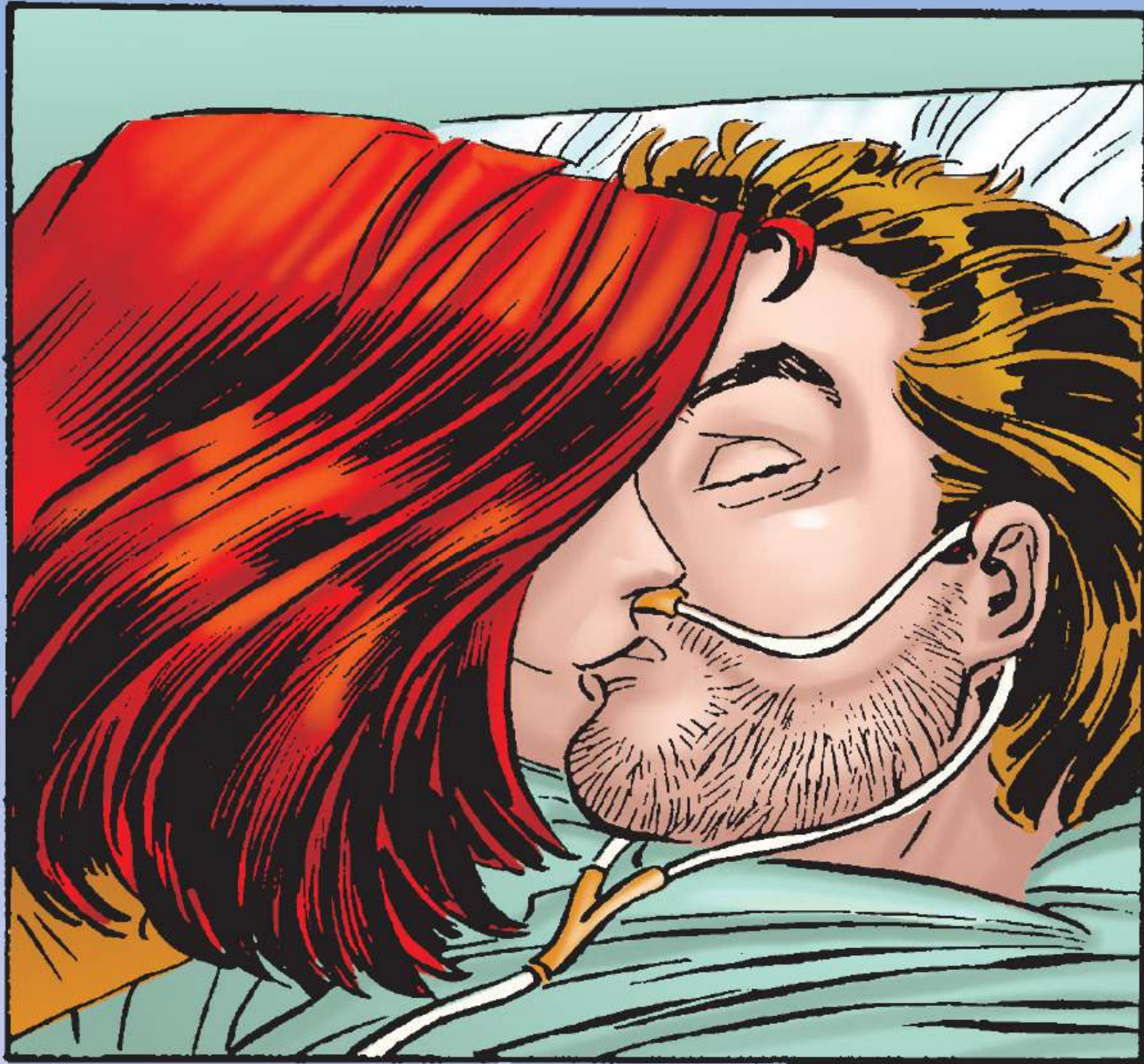
I'M HURT AND I NEED YOU TO STITCH ME UP --

Y-Y-YOU'RE H-HAMMERHEAD!

GOOD! I FOUND ME A DOC THAT READS THE PAPERS. SO, THEN WE UNDERSTAND EACH OTHER... RIGHT? I DON'T HAVE TO DESCRIBE TO YOU WHAT I'LL DO TO YOUR FACE IF YOU GIVE ME A HARD TIME, Heh?

R-RIGHT!





A SHORT
TIME LATER...

THANKS,
DOC, I FEEL
LIKE A MILLION
BUCKS.

AND NOW
I'M GONNA SLIP
INTO SOMETHIN' HERE
THAT'S GONNA **KEEP**
ME FEELIN' THIS WAY...
AND KEEP ALL YOUR
NEAT STITCHES
IN PLACE.

'CAUSE,
WHETHER YOU
KNOW IT OR NOT,
THERE'S A WAR
COMIN' TO
THIS CITY.

I SHOULD
SEEN IT COMIN'
DOWN AND PREPARED
MYSELF BETTER, BUT NO ONE
IS MUSCLIN' ME OUT OF THE
PIECE OF KINGPIN'S
TERRITORY I STAKED
AFTER THE FAT
MAN FELL.

THERE'S
MORE TO ME THAN
ANYONE KNOWS. I AIN'T
JUST A STREET PUG.
YOU'LL SEE, DOC...
YOU'LL SEE.

AFTER
I MAKE SURE
THE COAST IS
CLEAR I'M GOIN'
TO BE ON MY WAY,
SO, DOC...

...DON'T
BOTHER
GETTIN'
UP.

WHO DO
WE HAVE
HERE?

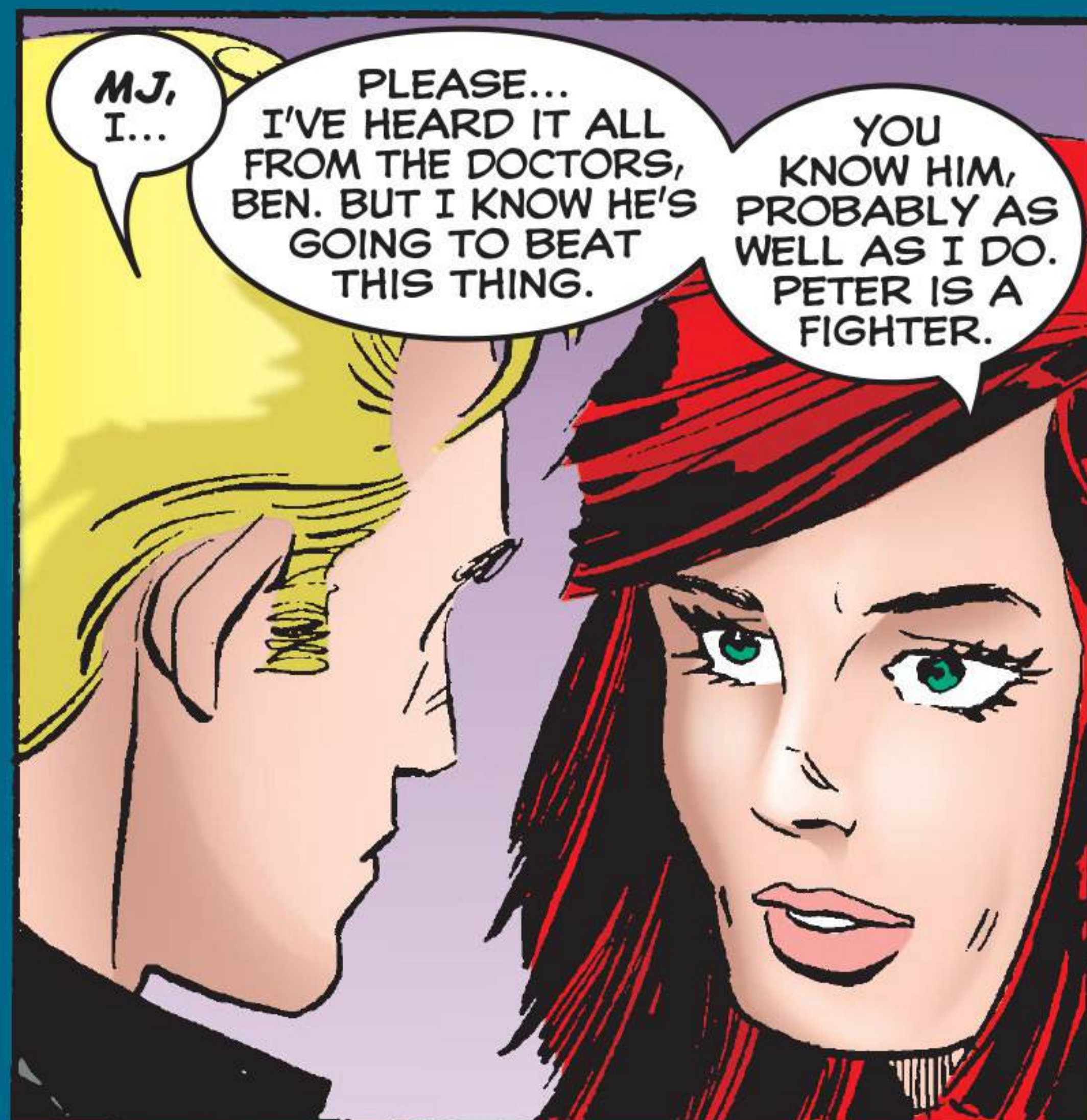
THAT
PAPER
JOCKEY...
URICH!

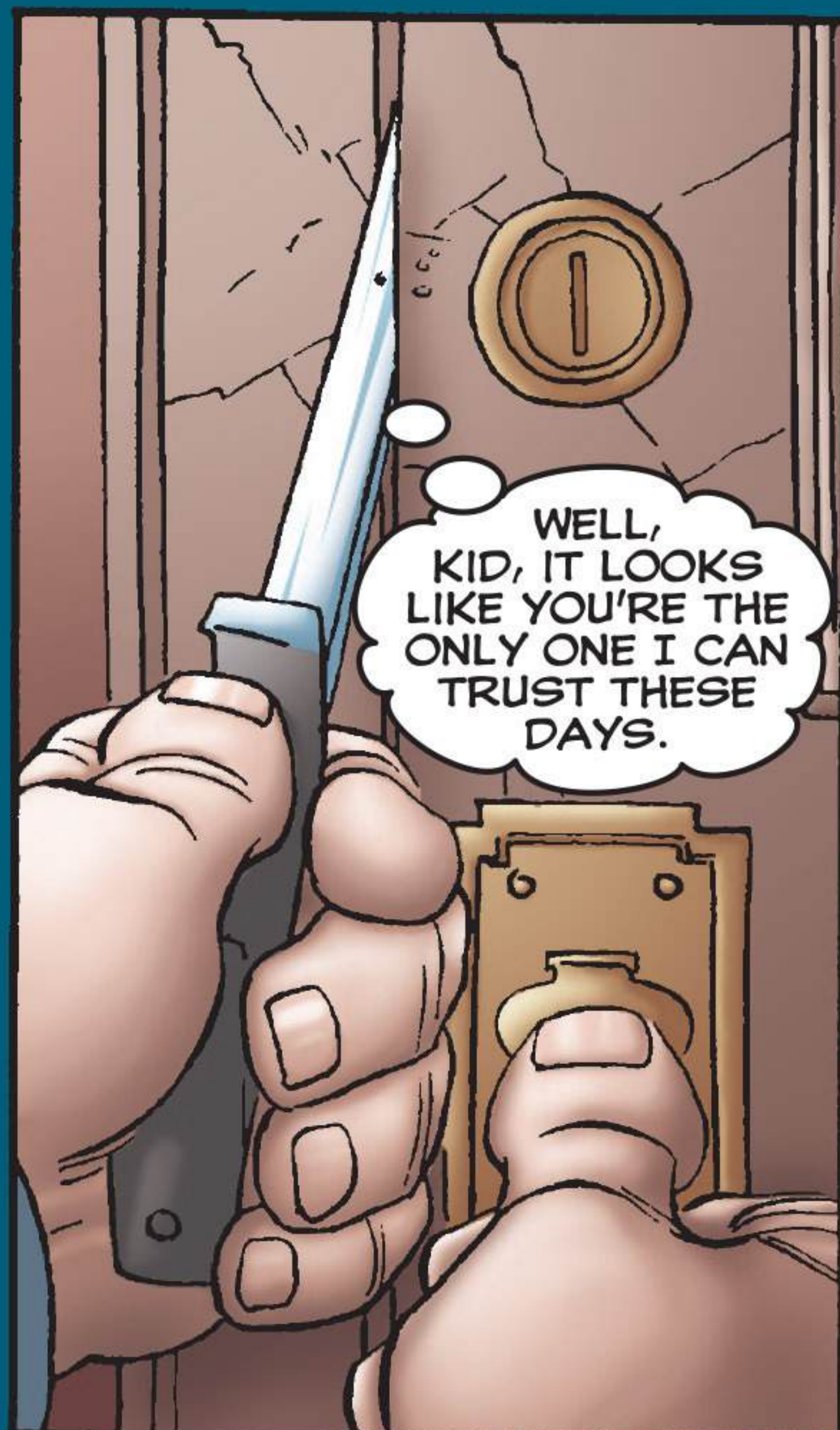
HE WAS
THERE WHEN
THOSE MUTTS
TRIED TO WHACK
ME THE OTHER
NIGHT.

HE'S A
SMART GUY, THAT
URICH. **REAL SMART.**
MAYBE SMART ENOUGH
TO KNOW A LITTLE **MORE**
THAN EVEN I DO ABOUT
WHO THE NEW BOSS
IN TOWN IS.

I THINK
URICH AND ME
ARE GONNA HAVE
TO HAVE A
HEART-TO-
HEART.

LAST ISSUE - Ralf.

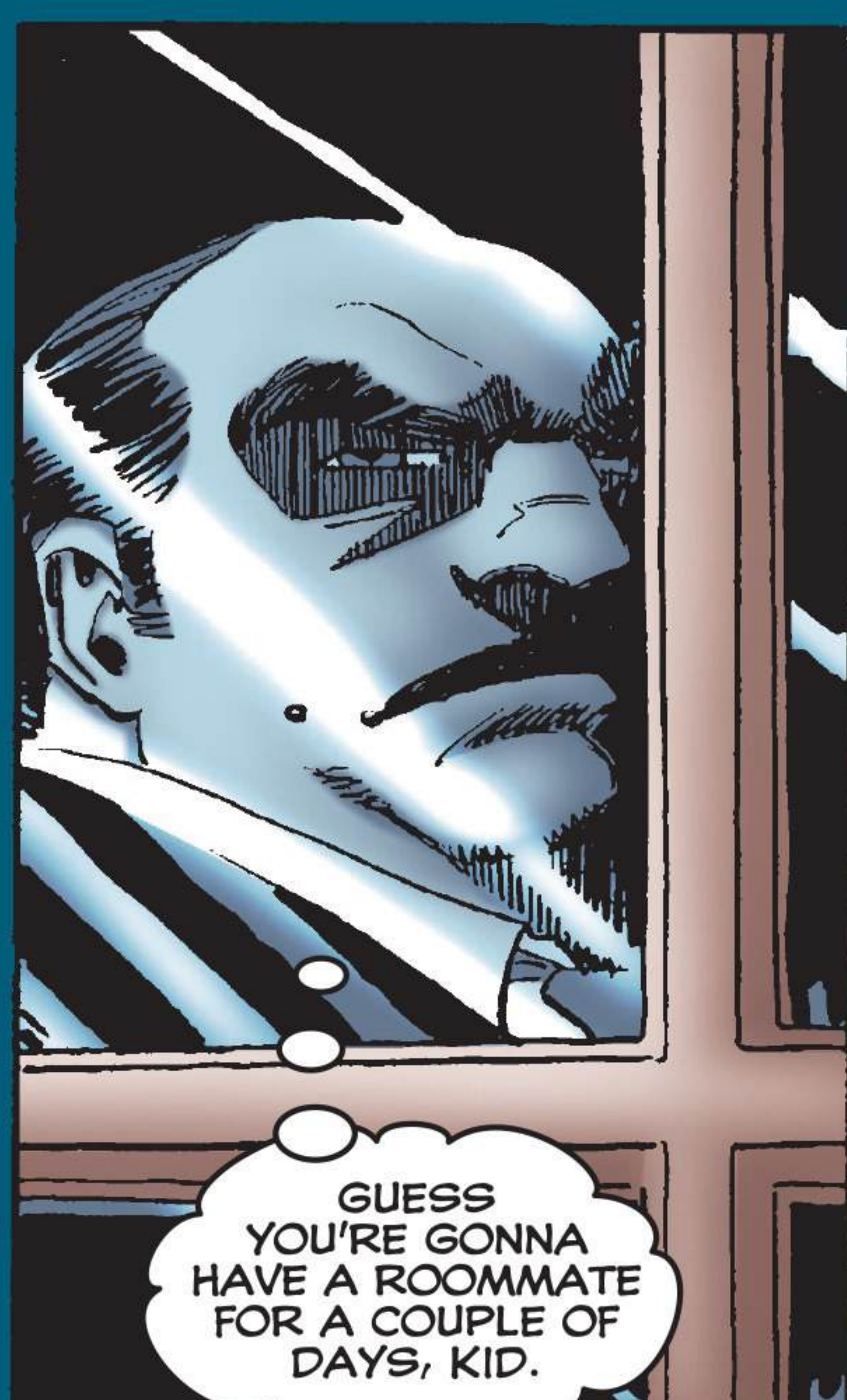




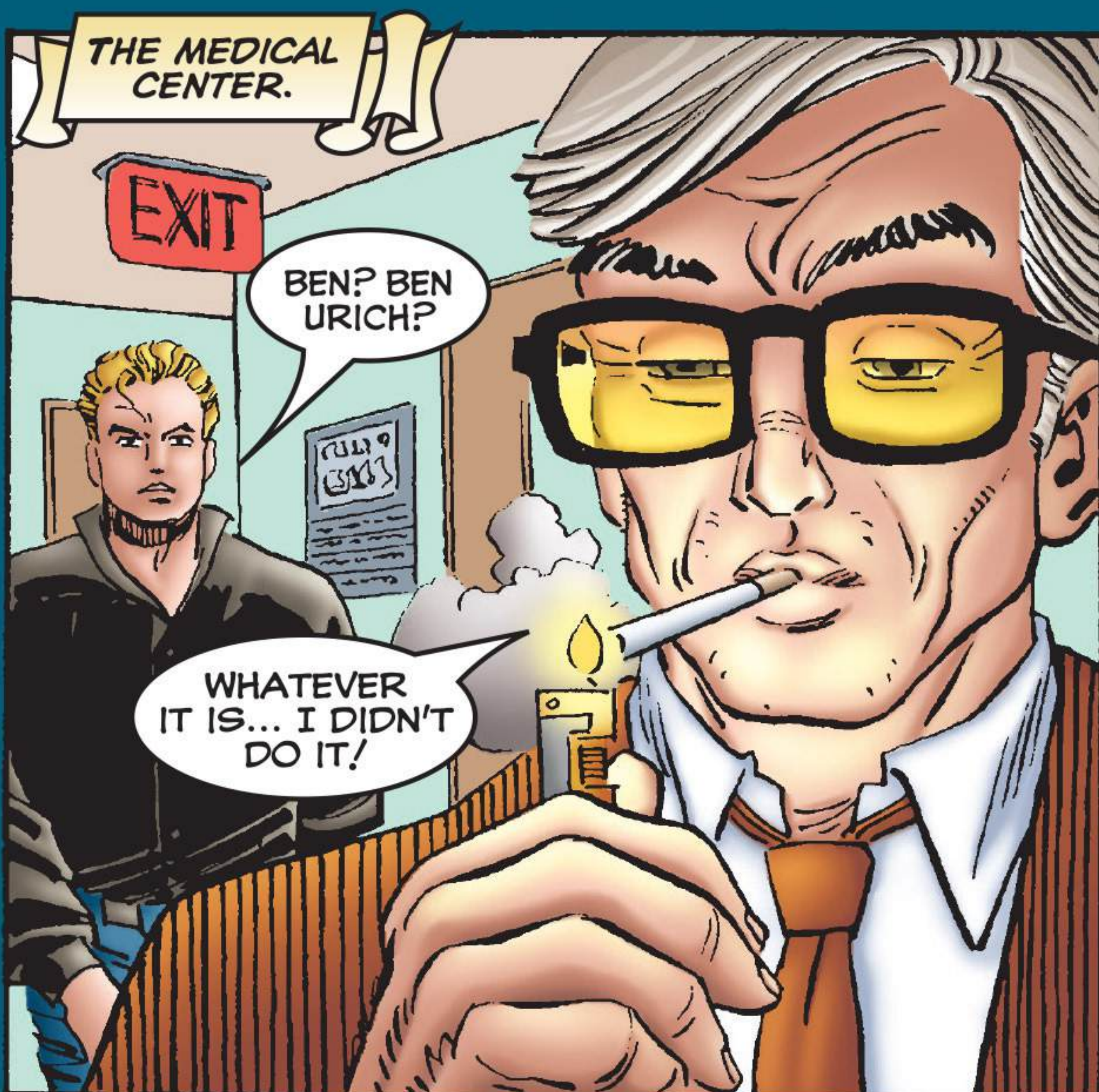
WELL, KID, IT LOOKS LIKE YOU'RE THE ONLY ONE I CAN TRUST THESE DAYS.



SO I'M TAKIN' YOU UP ON YOUR OFFER TILL THE HEAT BLOWS OVER.



GUESS YOU'RE GONNA HAVE A ROOMMATE FOR A COUPLE OF DAYS, KID.

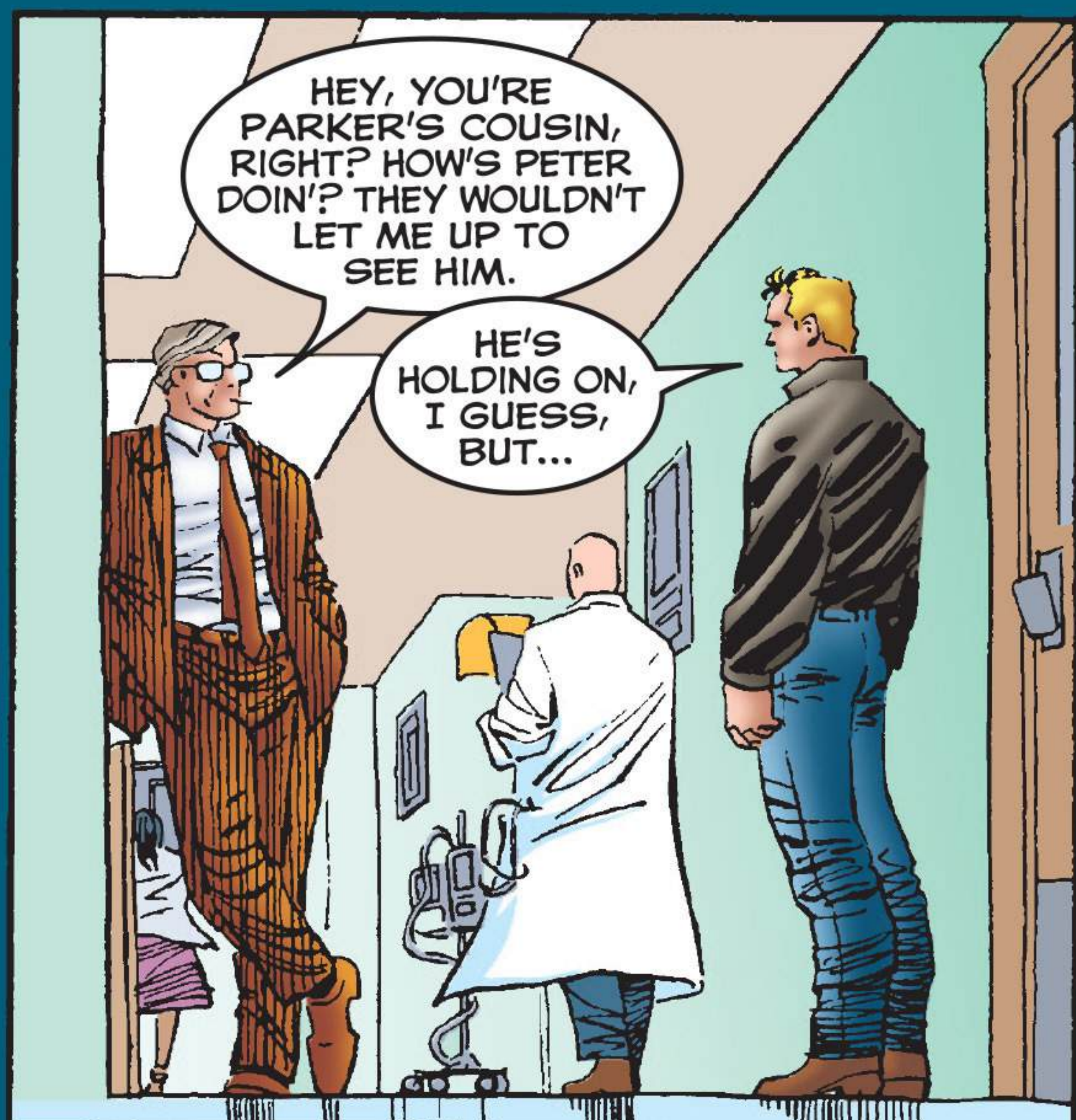


THE MEDICAL CENTER.

EXIT

BEN? BEN URICH?

WHATEVER IT IS... I DIDN'T DO IT!



HEY, YOU'RE PARKER'S COUSIN, RIGHT? HOW'S PETER DOIN'? THEY WOULDN'T LET ME UP TO SEE HIM.

HE'S HOLDING ON, I GUESS, BUT...



BUT...!

YOU OKAY, KID? YOU LOOK KIND OF FLUSHED.



SAY GOODBYE TO THE KID, URICH, OR I'LL DROP YOU **BOTH** RIGHT HERE. YOU AND ME'VE GOT SOME BUSINESS TO TAKE CARE OF.

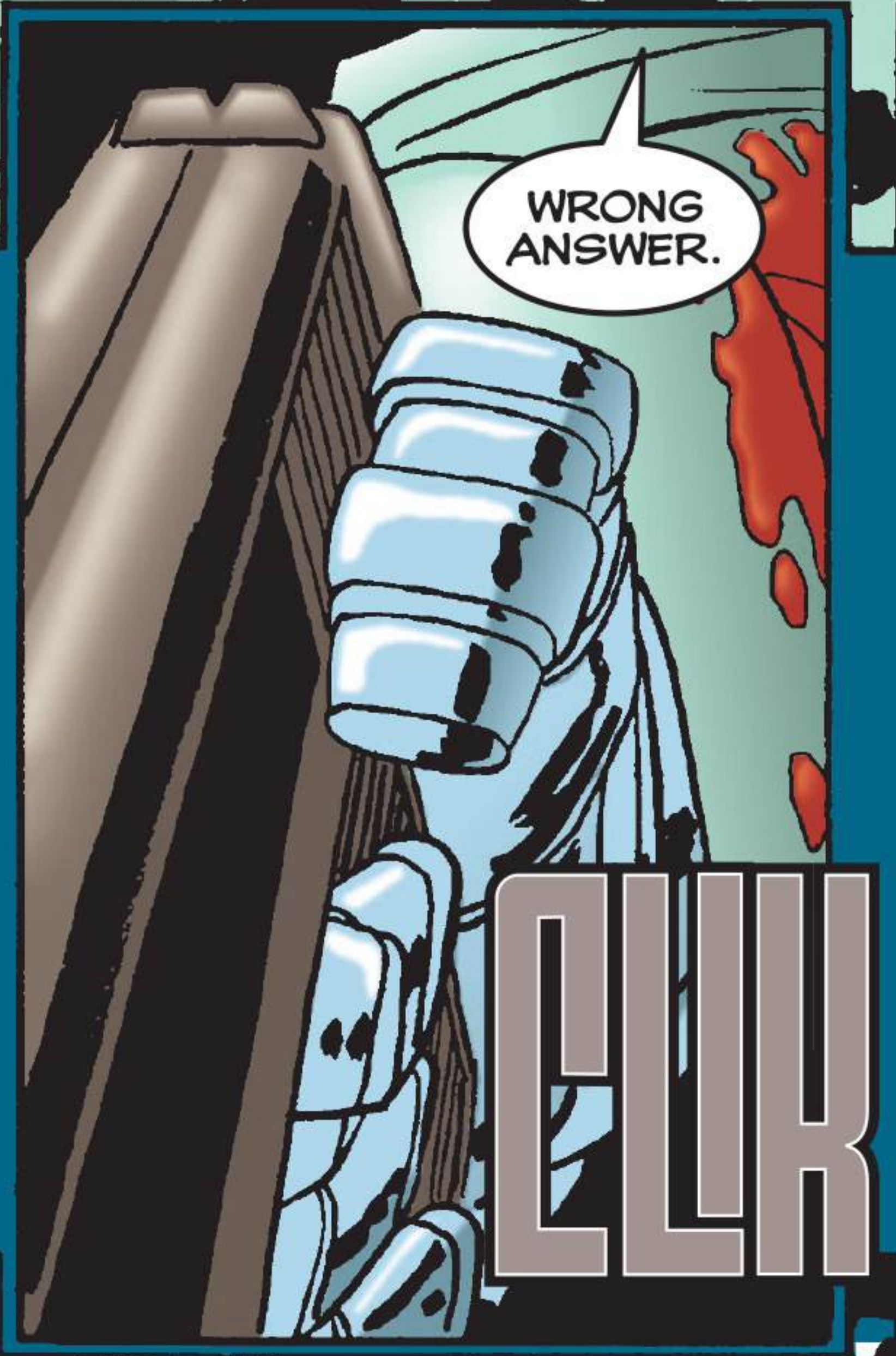
Er... SAY HELLO TO PETER FOR ME! GOT TO GO NOW!



I'll give you two seconds to start spillin' your guts about everything you saw the other day.

After that, I shoot off your ear.

I-- I don't know what you're talking about --!



Wrong answer.

CLUNK



What the --?

Hammerhead! Just the man I've been looking for!

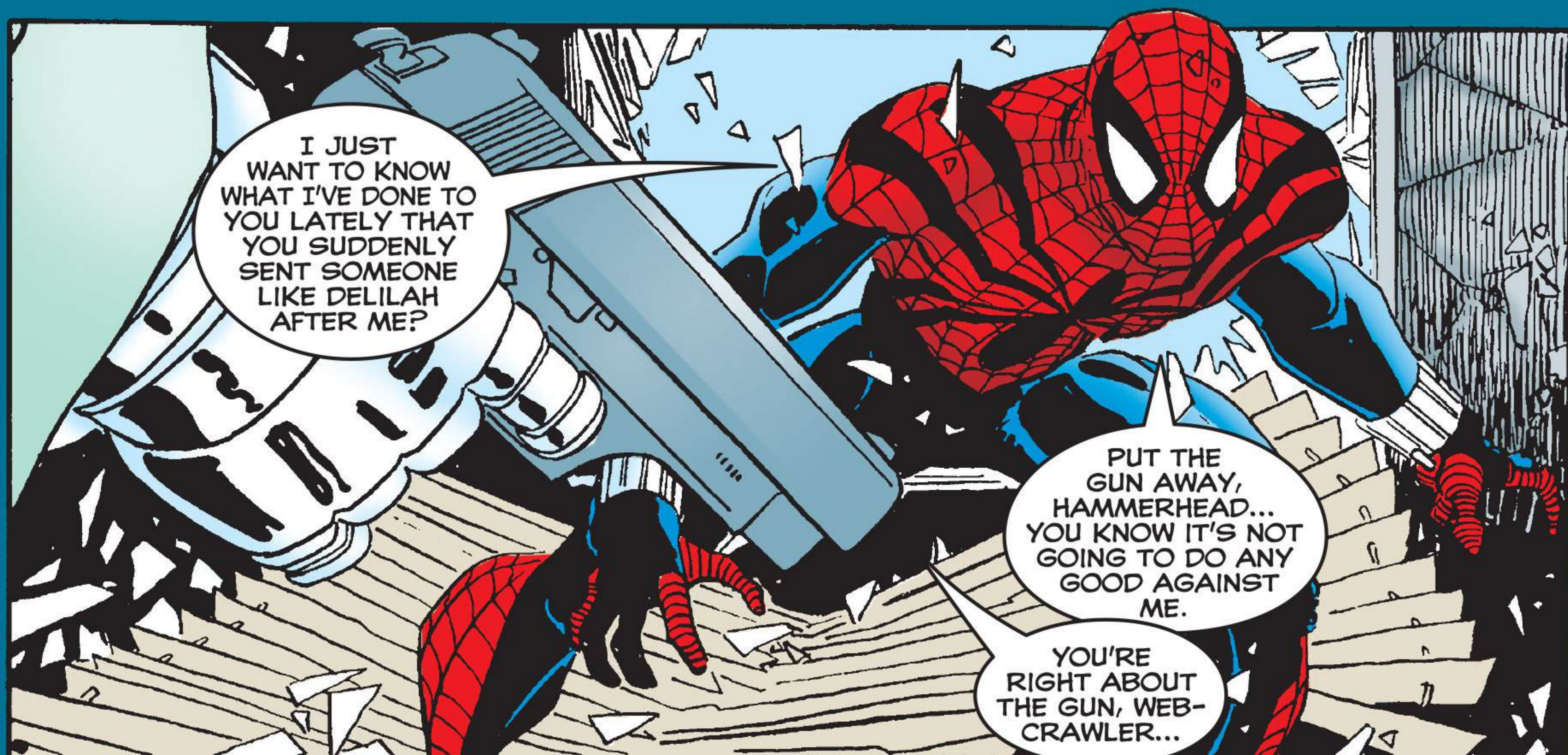
CRASH



You and I have got to have a serious chat about a young lady.

A lady named Delilah!

SEE AMAZING SPIDER-MAN #414 - Ralph.



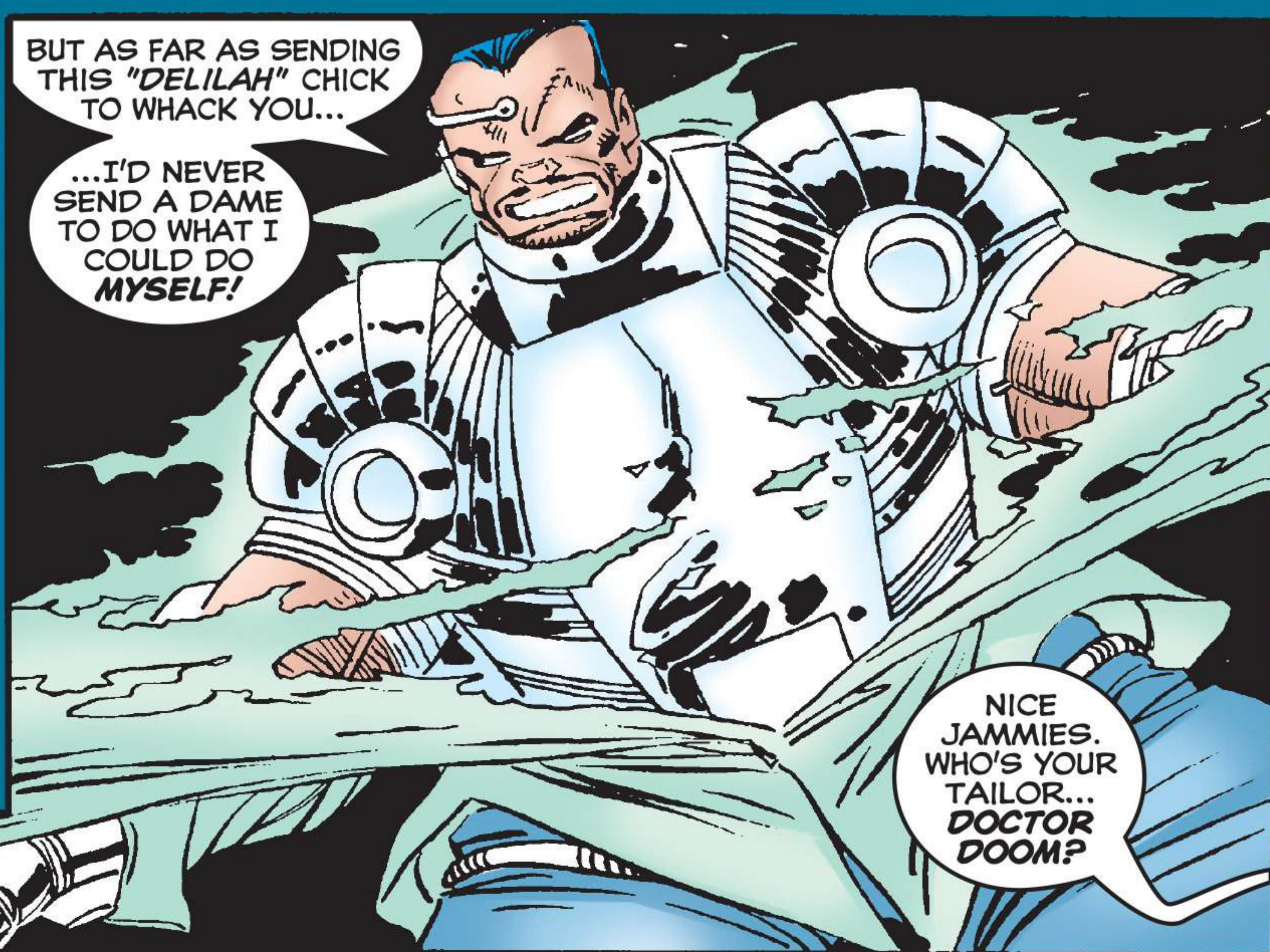
I JUST WANT TO KNOW WHAT I'VE DONE TO YOU LATELY THAT YOU SUDDENLY SENT SOMEONE LIKE DELILAH AFTER ME?

PUT THE GUN AWAY, HAMMERHEAD... YOU KNOW IT'S NOT GOING TO DO ANY GOOD AGAINST ME.

YOU'RE RIGHT ABOUT THE GUN, WEB-CRAWLER...



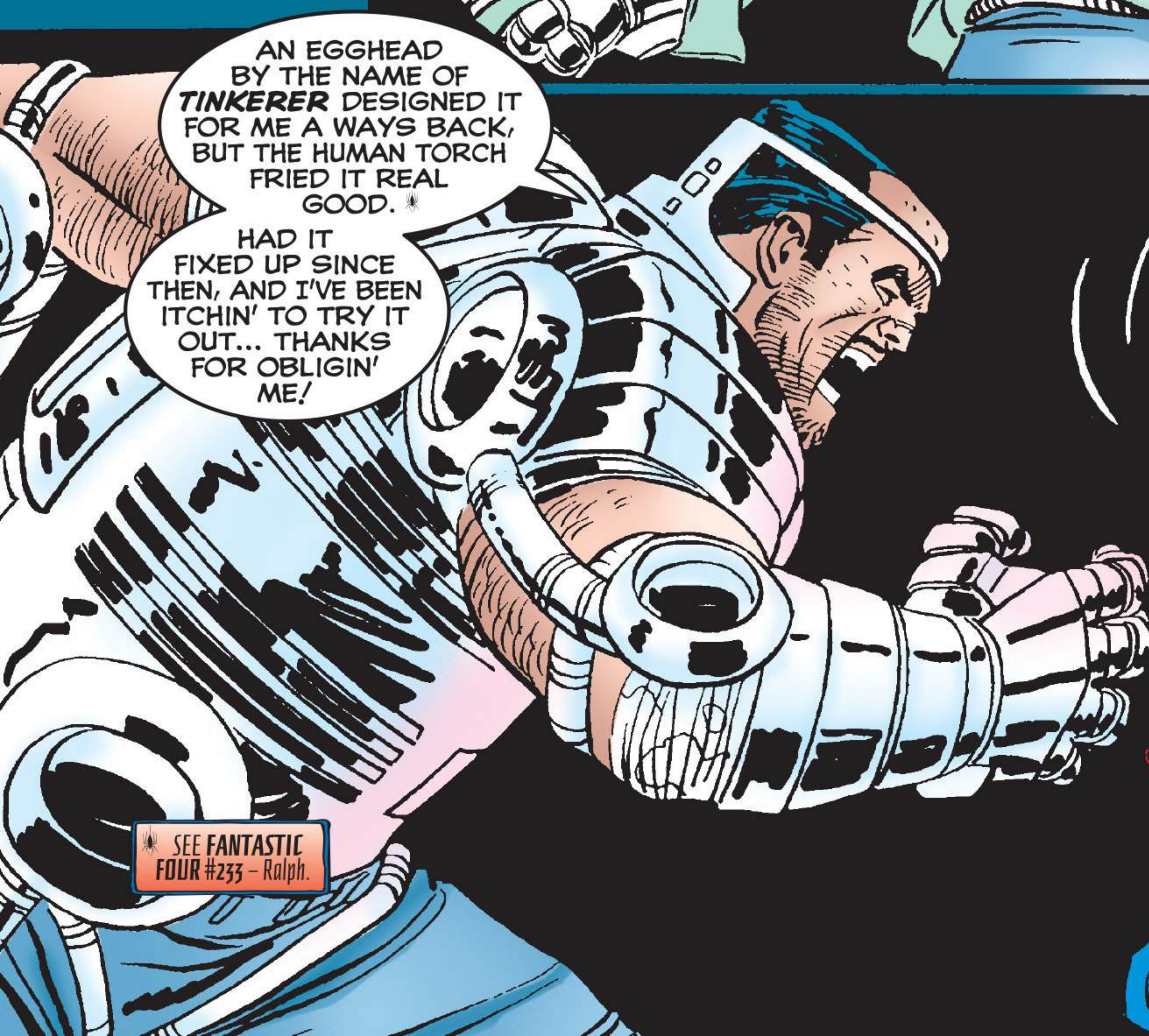
...SOME THINGS **DO** GET THROUGH THIS THICK SKULL OF MINE.



BUT AS FAR AS SENDING THIS "DELILAH" CHICK TO WHACK YOU...

...I'D NEVER SEND A DAME TO DO WHAT I COULD DO **MYSELF!**

NICE JAMMIES. WHO'S YOUR TAILOR... **DOCTOR DOOM?**

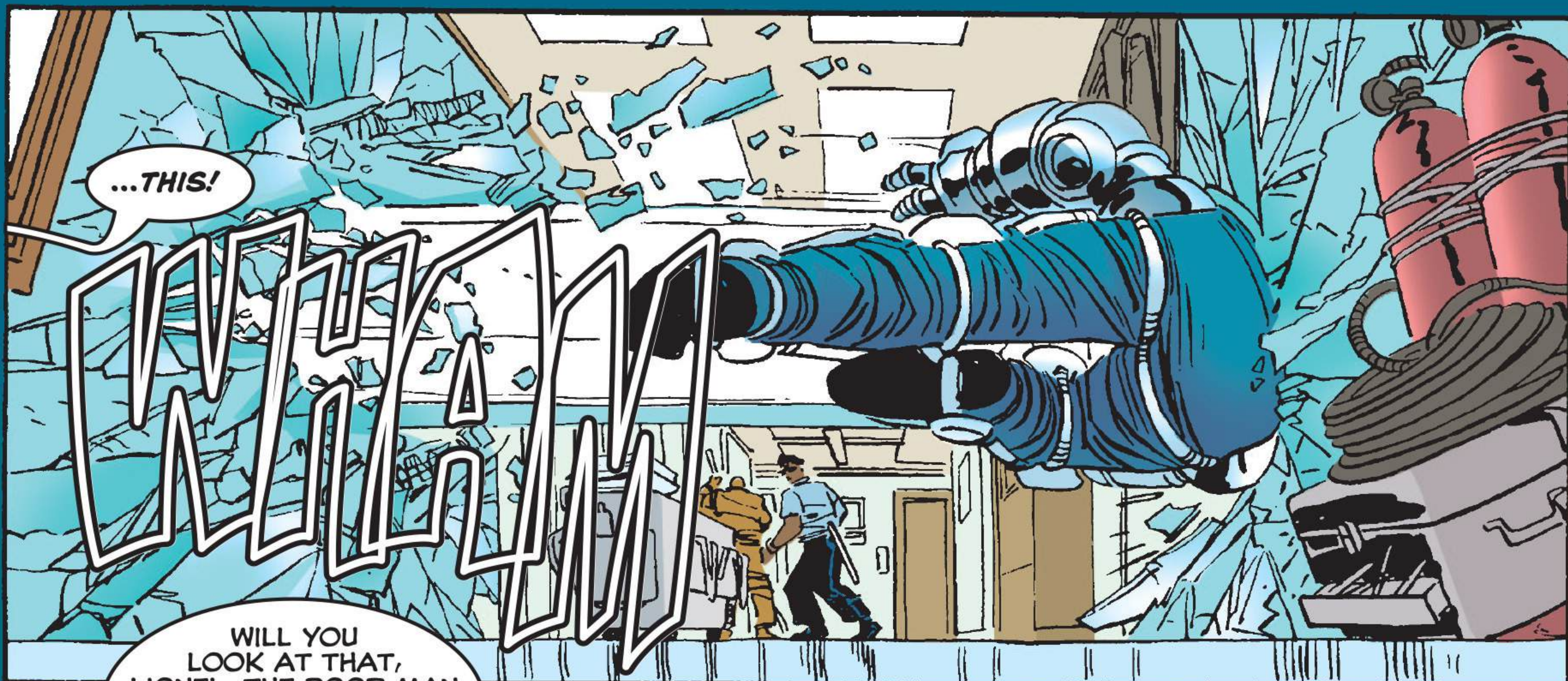


AN EGGHEAD BY THE NAME OF **TINKERER** DESIGNED IT FOR ME A WAYS BACK, BUT THE HUMAN TORCH FRIED IT REAL GOOD.

HAD IT FIXED UP SINCE THEN, AND I'VE BEEN ITCHIN' TO TRY IT OUT... THANKS FOR OBLIGIN' ME!



I'D SAY IT WAS THE **LEAST** I COULD DO, BUT I WAS THINKING MAYBE I COULD ALSO DO...



...THIS!

WAAAAA

WILL YOU LOOK AT THAT, LIONEL. THE POOR MAN SEEMS IN NEED OF SOME MEDICAL ATTENTION. HIS HEAD IS ALL FLAT.



"MEDICAL ATTENTION?" THAT THERE IS HAMMERHEAD!

YOU GO GET BACK UP... I'LL KEEP THE UGLY MONSTER AT BAY WITH A WHACK OF ME NIGHTSTICK!

I'LL GIVE HIS HEAD A RIGHT GOOD HAMMERING!



C'MERE, YOU MUGS! IT LOOKS LIKE I'M GOIN' TO NEED A TICKET OUT OF THIS JOINT...



...AND YOU TWO ARE IT!

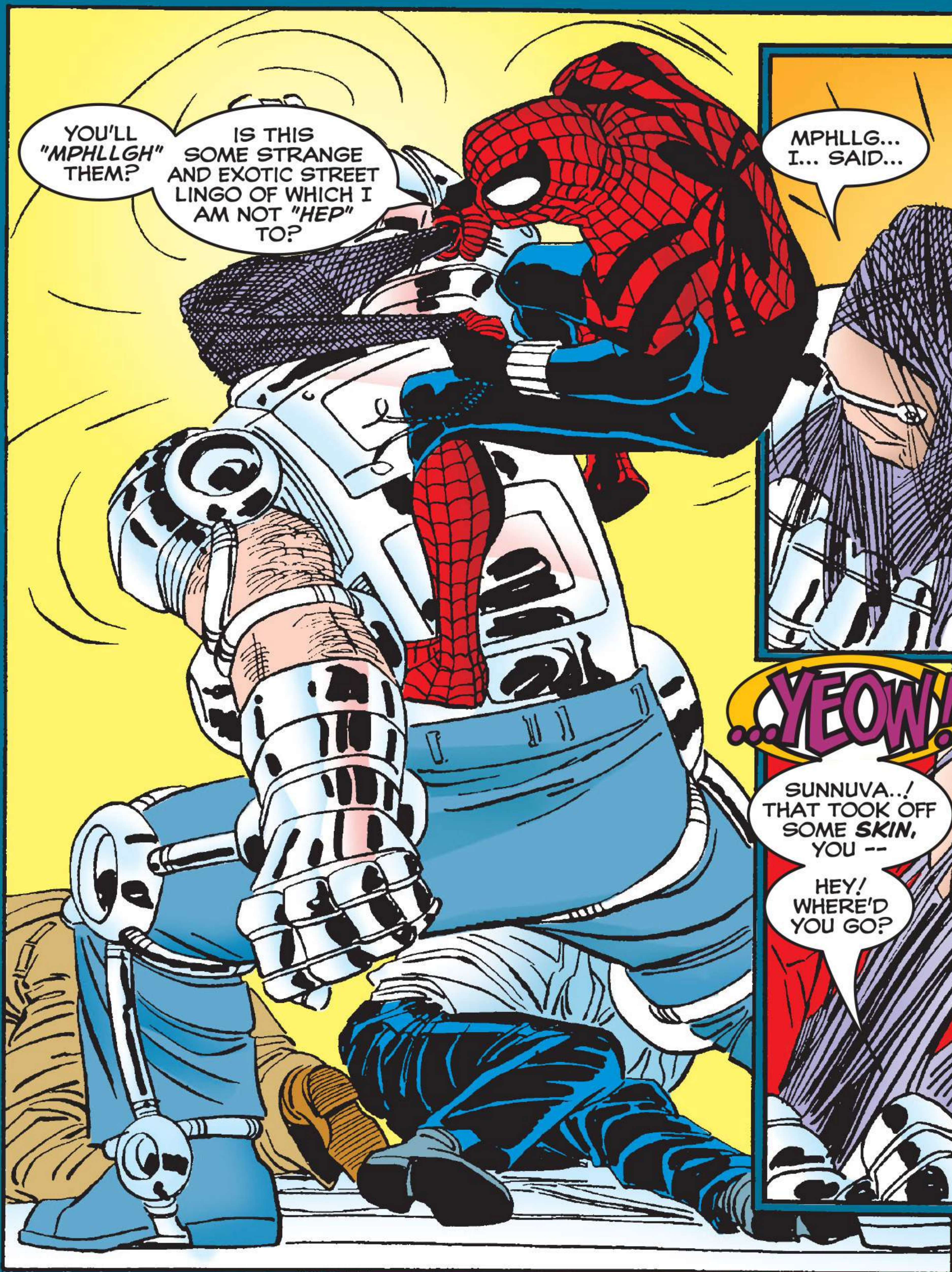
SO QUIT YOUR SQUIRMING OR I'LL...



THWAP

...MPHLLGH!

I'M SORRY... WHAT WAS THAT?



YOU'LL
"MPHLLGH"
THEM?

IS THIS
SOME STRANGE
AND EXOTIC STREET
LINGO OF WHICH I
AM NOT "HEP"
TO?

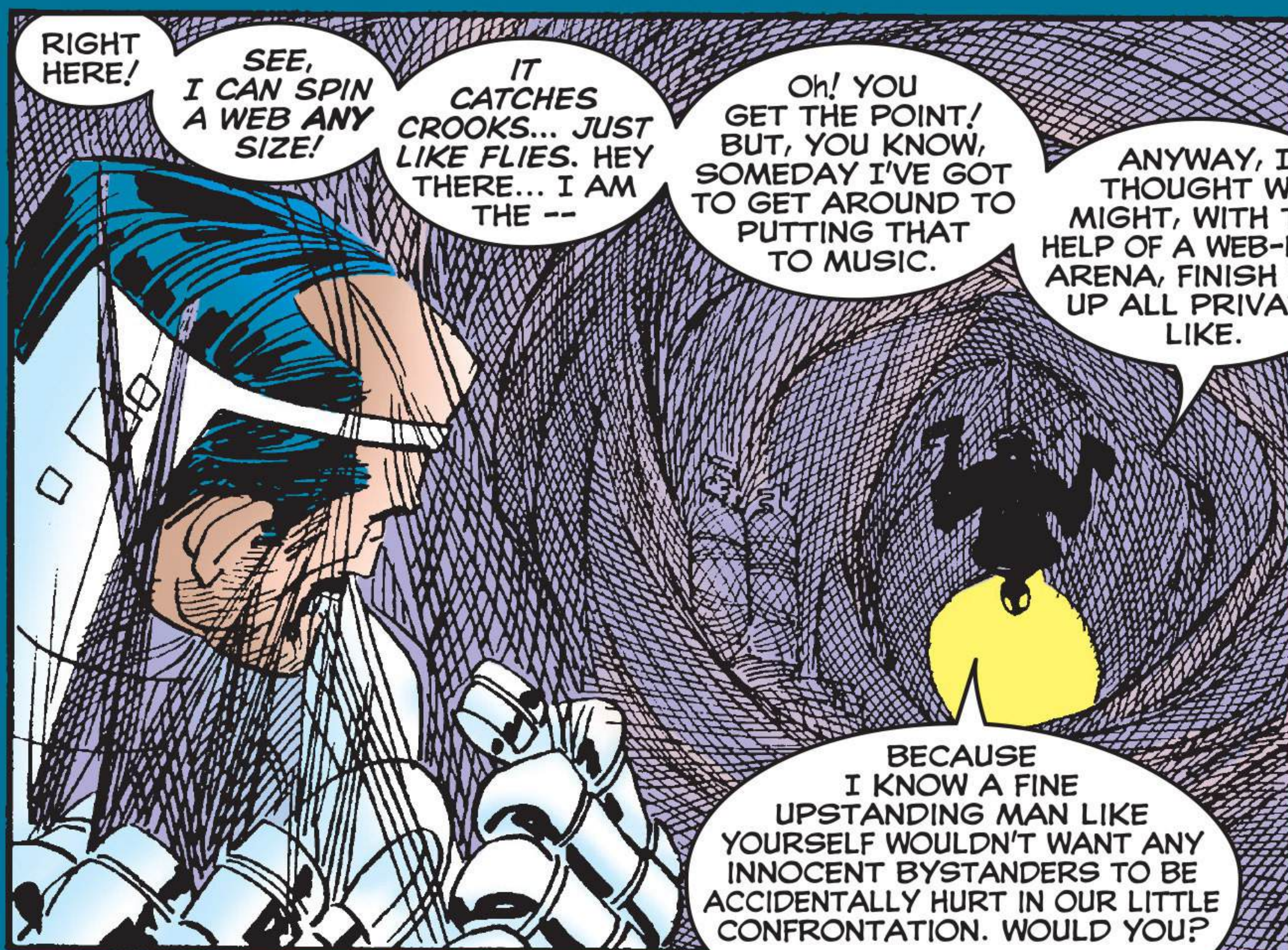
MPHLLG...
I... SAID...



...YEOW!

SUNNUVA...!
THAT TOOK OFF
SOME *SKIN*,
YOU --

HEY!
WHERE'D
YOU GO?



RIGHT
HERE!

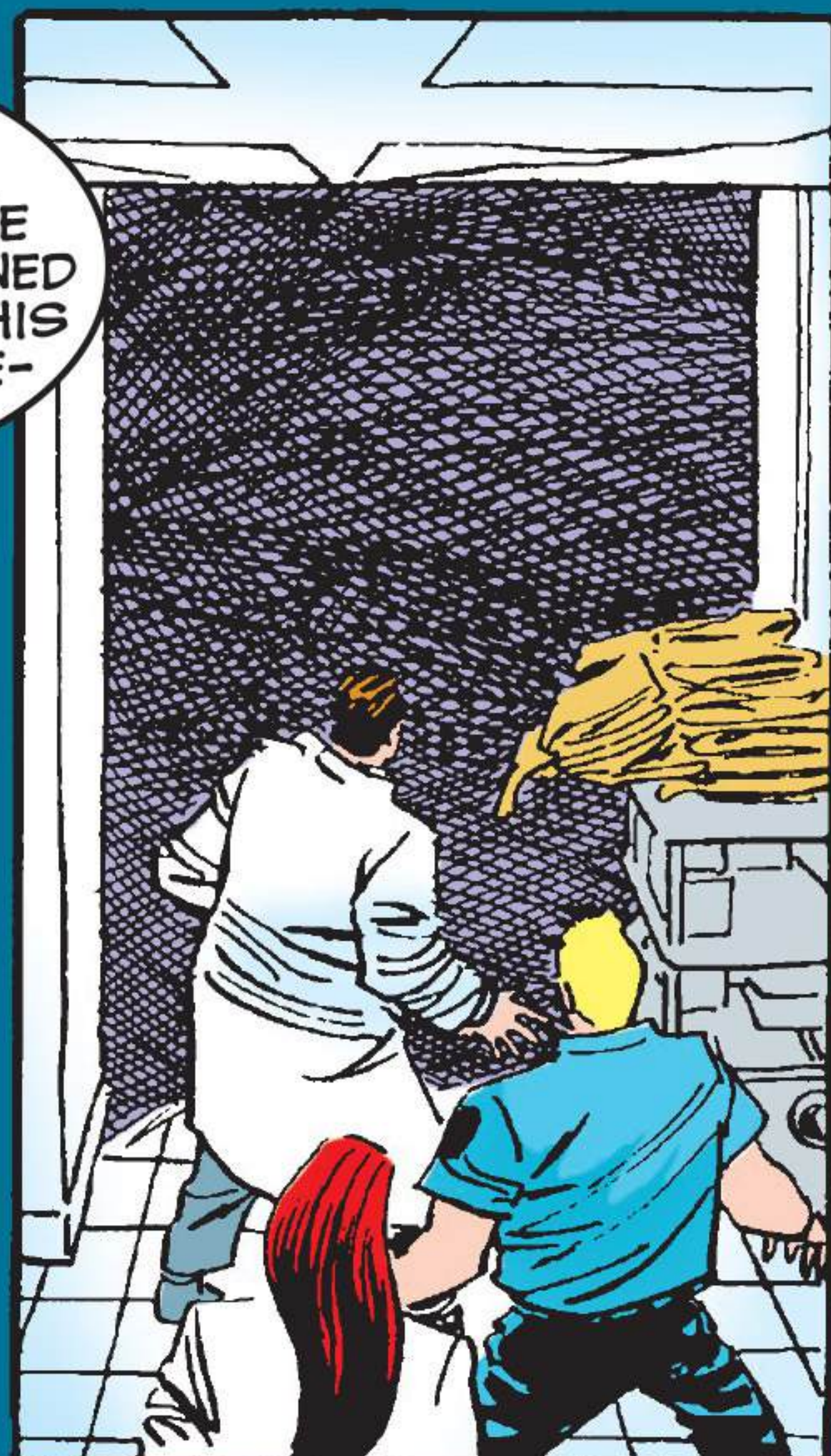
SEE,
I CAN SPIN
A WEB ANY
SIZE!

IT
CATCHES
CROOKS... JUST
LIKE FLIES. HEY
THERE... I AM
THE --

Oh! YOU
GET THE POINT!
BUT, YOU KNOW,
SOMEDAY I'VE GOT
TO GET AROUND TO
PUTTING THAT
TO MUSIC.

ANYWAY, I
THOUGHT WE
MIGHT, WITH THE
HELP OF A WEB-LINED
ARENA, FINISH THIS
UP ALL PRIVATE-
LIKE.

BECAUSE
I KNOW A FINE
UPSTANDING MAN LIKE
YOURSELF WOULDN'T WANT ANY
INNOCENT BYSTANDERS TO BE
ACCIDENTALLY HURT IN OUR LITTLE
CONFRONTATION. WOULD YOU?



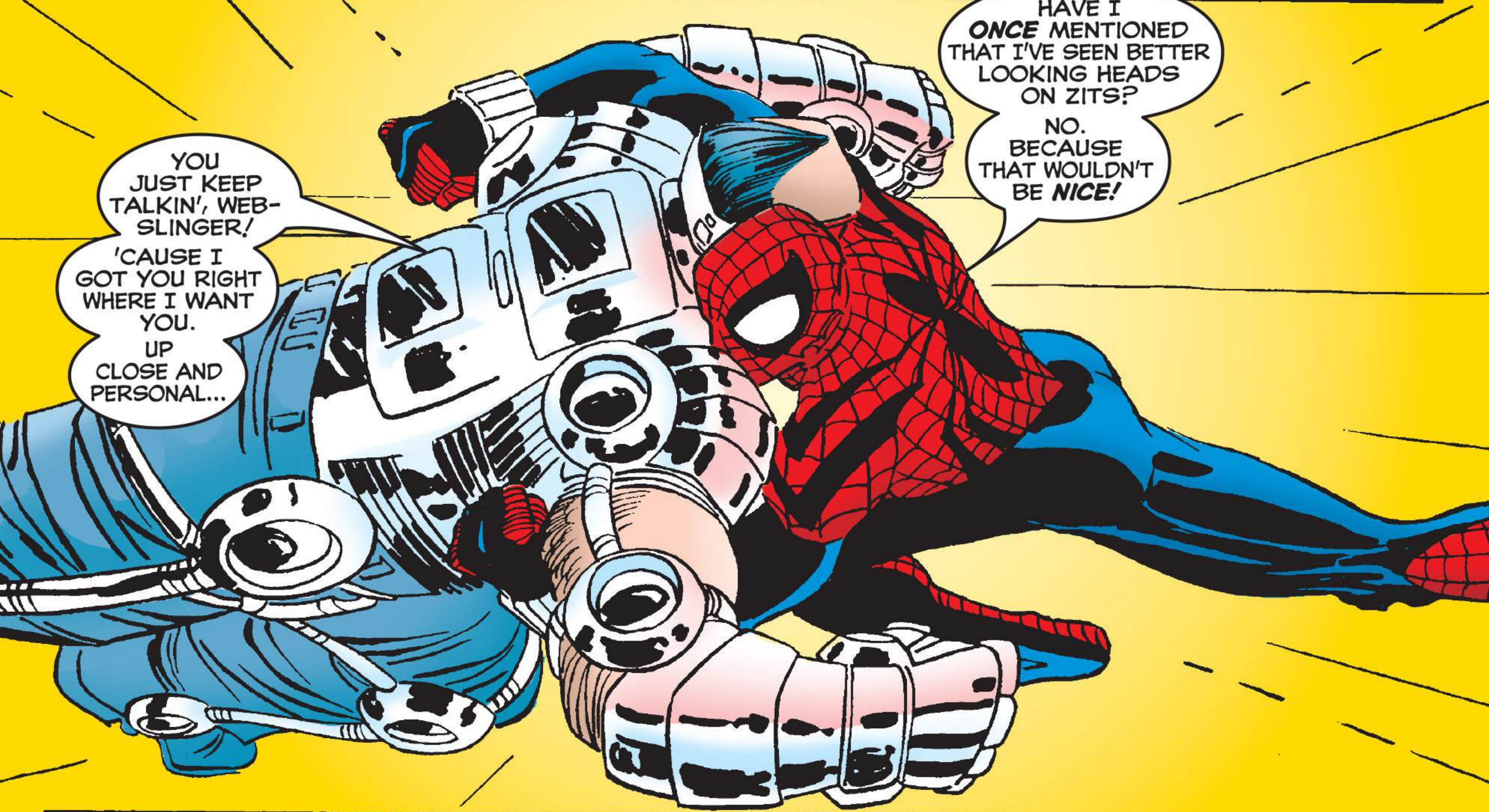
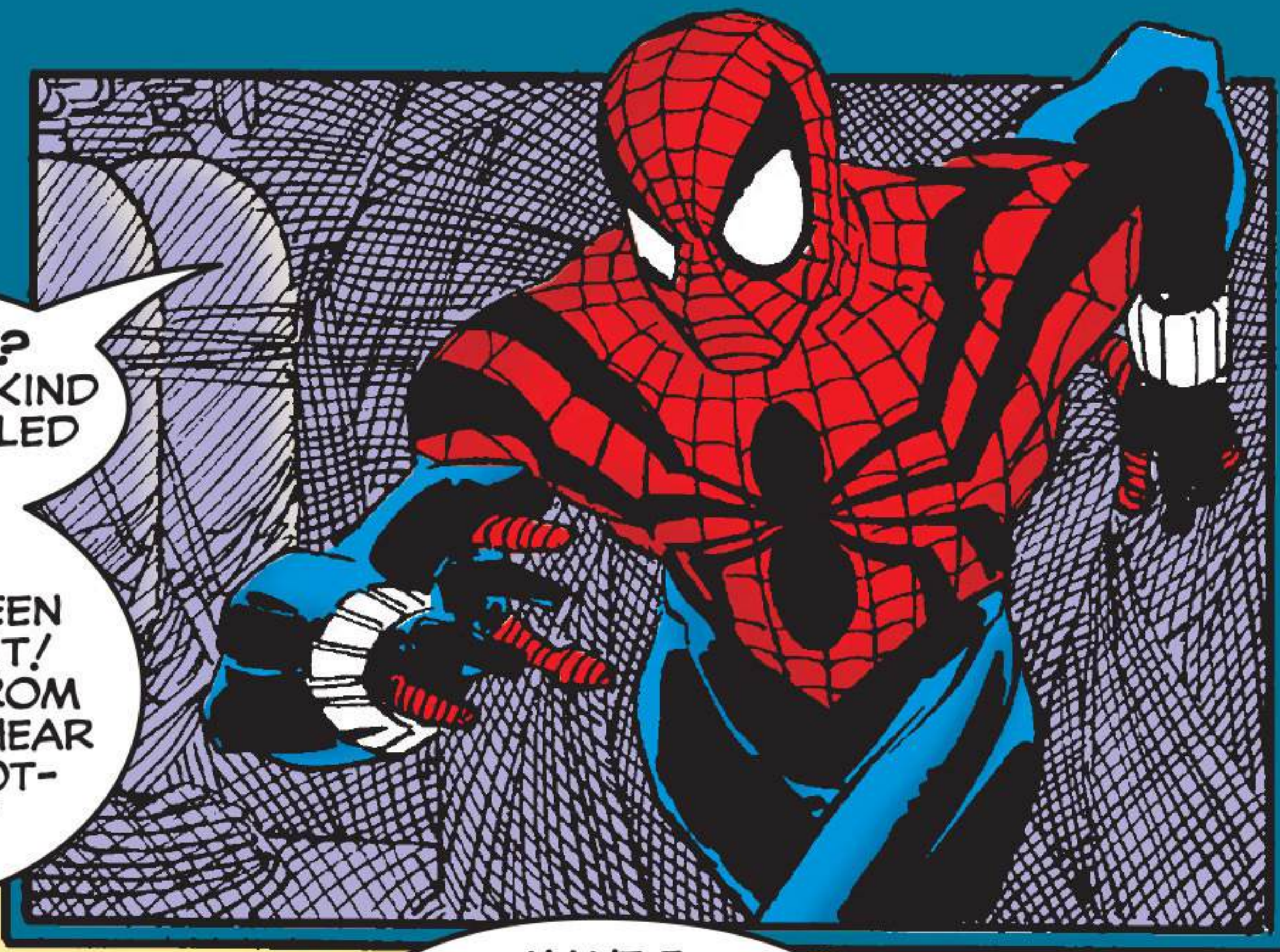


I HAVE NO IDEA WHAT YOU'RE YAPPIN' ABOUT, BUT...

...I DO KNOW I'M GONNA RIP THAT HEAD OF YOURS OFF YOUR SCRAWNY NECK AND SHOVE IT --

SCRAWNY!? NOW IS THAT KIND OF TALK CALLED FOR?

I'LL HAVE YOU KNOW I'VE BEEN WORKING OUT! BUT, ASIDE FROM THAT, DO YOU HEAR ME TAKING POT-SHOTS AT YOU?



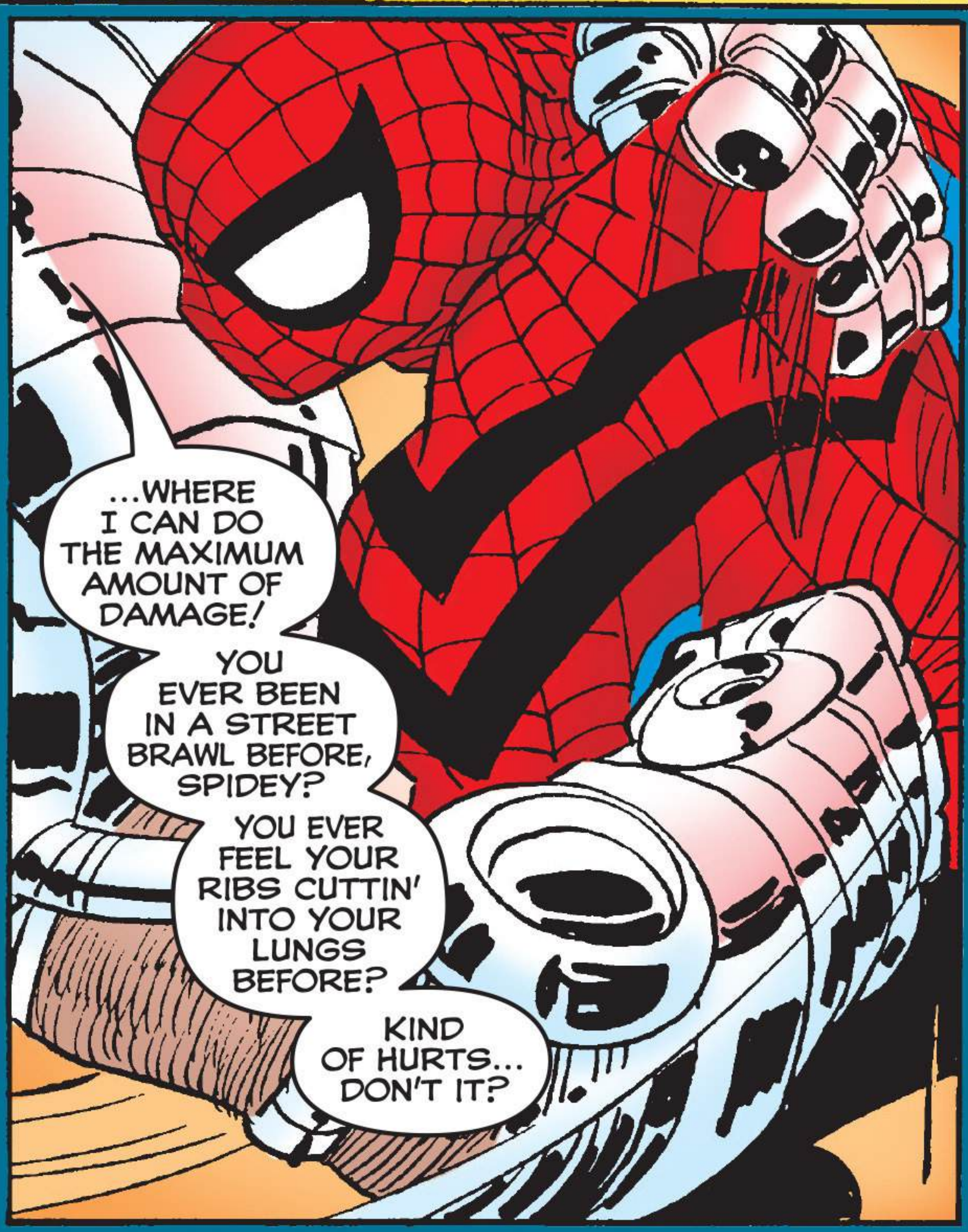
YOU JUST KEEP TALKIN', WEB-SLINGER!

'CAUSE I GOT YOU RIGHT WHERE I WANT YOU.

UP CLOSE AND PERSONAL...

HAVE I **ONCE** MENTIONED THAT I'VE SEEN BETTER LOOKING HEADS ON ZITS?

NO. BECAUSE THAT WOULDN'T BE **NICE!**

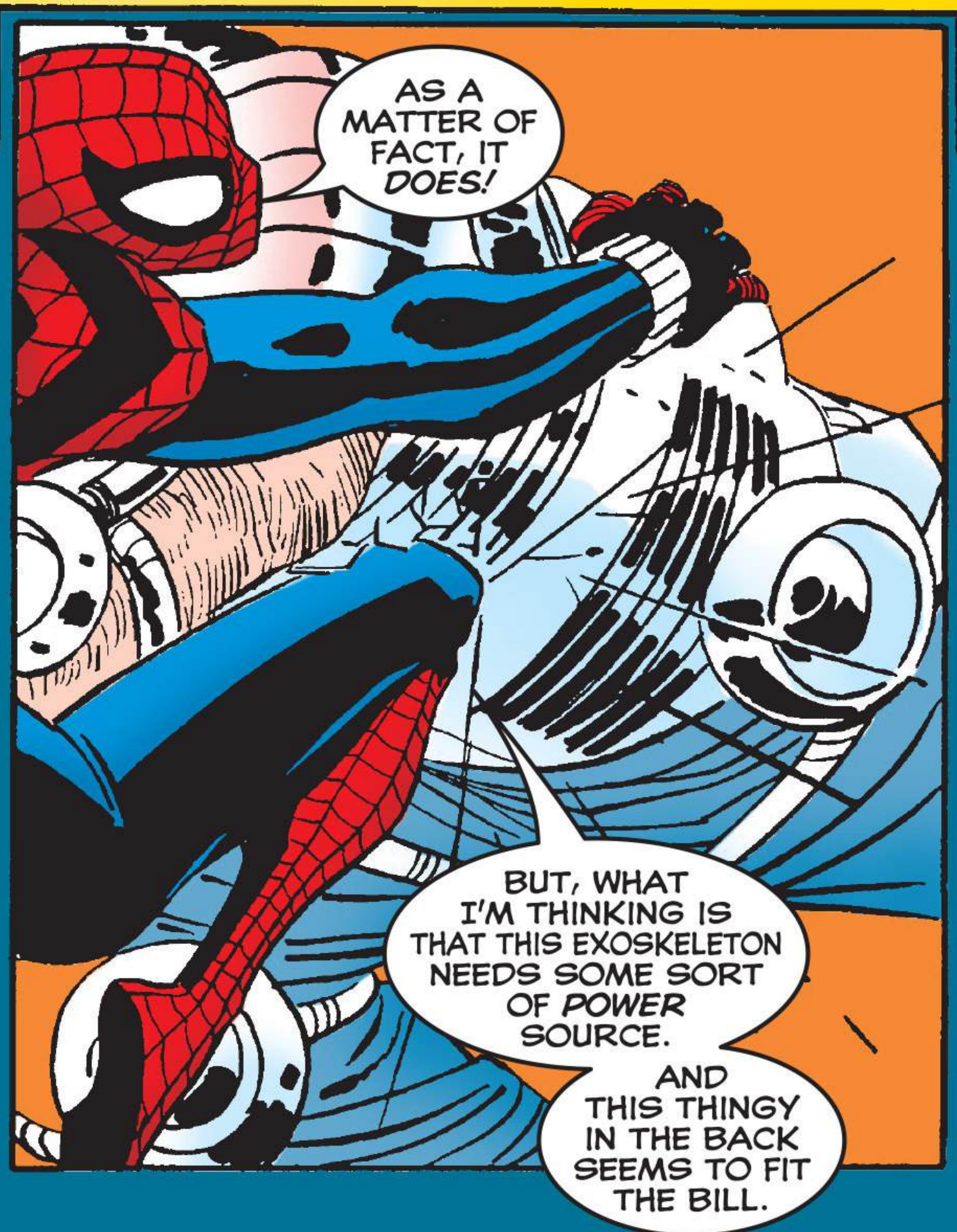


...WHERE I CAN DO THE MAXIMUM AMOUNT OF DAMAGE!

YOU EVER BEEN IN A STREET BRAWL BEFORE, SPIDEY?

YOU EVER FEEL YOUR RIBS CUTTIN' INTO YOUR LUNGS BEFORE?

KIND OF HURTS... DON'T IT?



AS A MATTER OF FACT, IT **DOES!**

BUT, WHAT I'M THINKING IS THAT THIS EXOSKELETON NEEDS SOME SORT OF POWER SOURCE.

AND THIS THINGY IN THE BACK SEEMS TO FIT THE BILL.

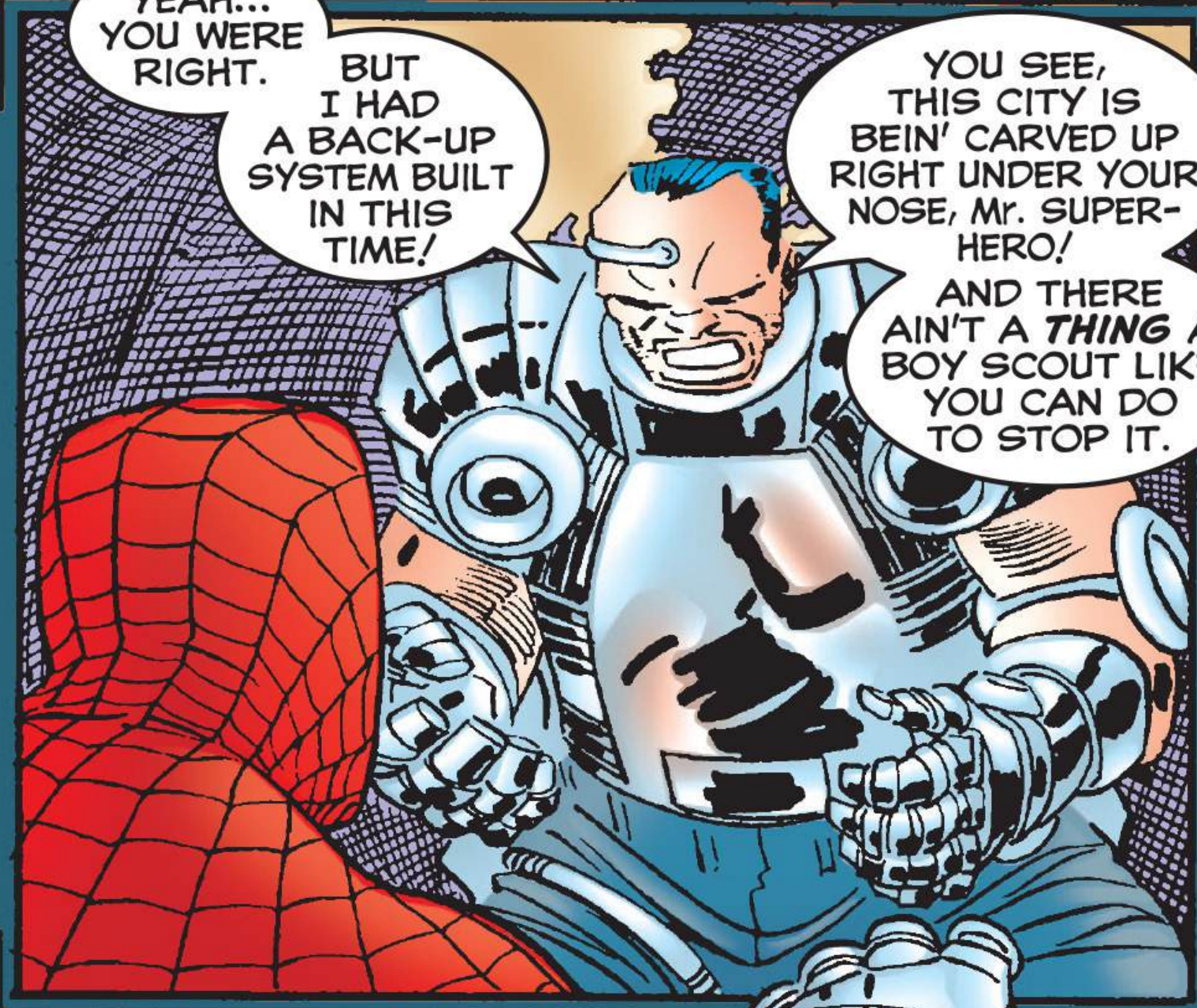


WAS I
RIGHT?

BUT I PROMISE YOU THIS... WHEN
IT'S OVER *I'M* STILL GOIN' TO BE
STANDIN' AND THEN...

...*I*
SWEAR...

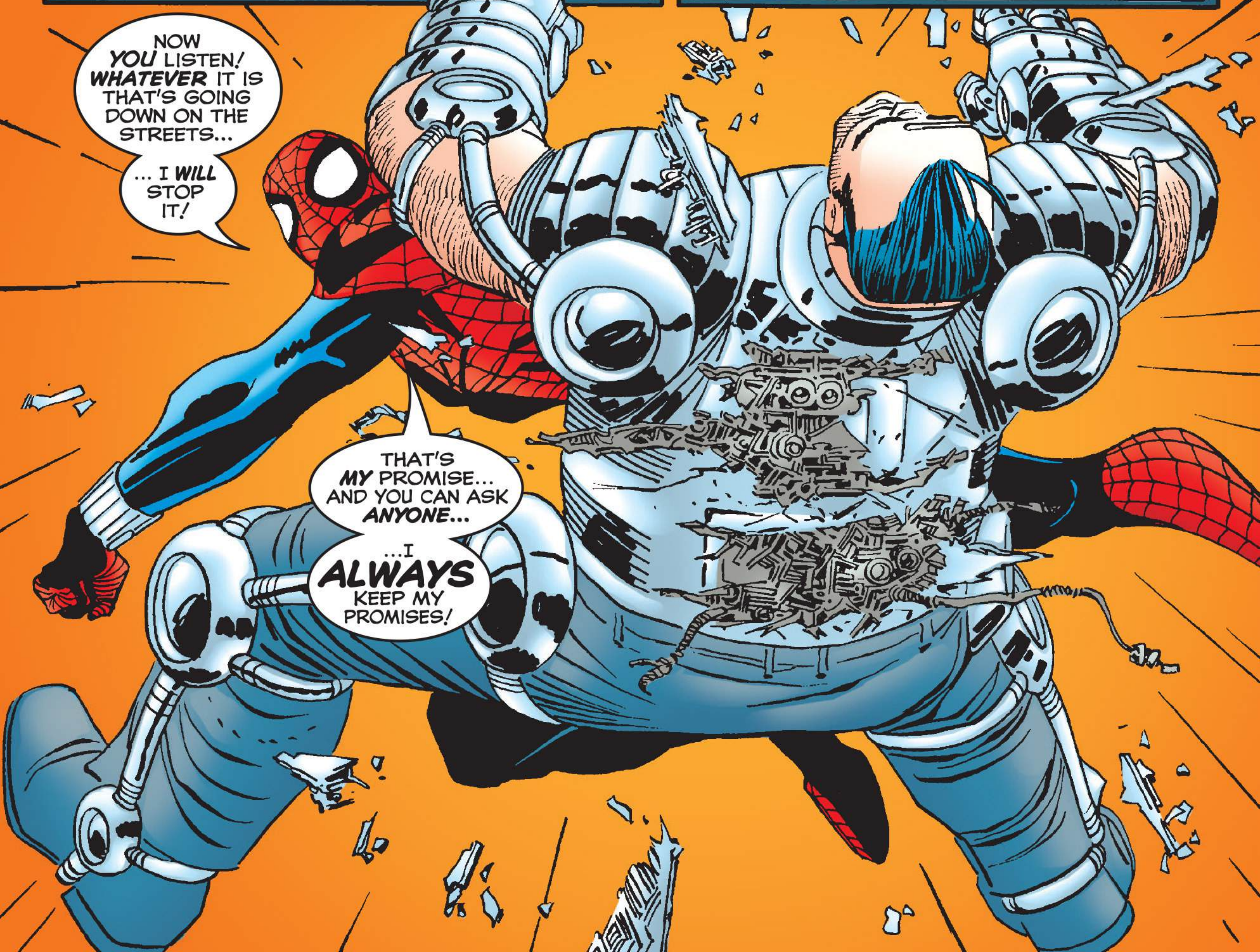
... I'M COMIN'
FOR YOU!!



YEAH...
YOU WERE
RIGHT.

BUT
I HAD
A BACK-UP
SYSTEM BUILT
IN THIS
TIME!

YOU SEE,
THIS CITY IS
BEIN' CARVED UP
RIGHT UNDER YOUR
NOSE, MR. SUPER-
HERO!
AND THERE
AIN'T A *THING*
A BOY SCOUT LIKE
YOU CAN DO
TO STOP IT.

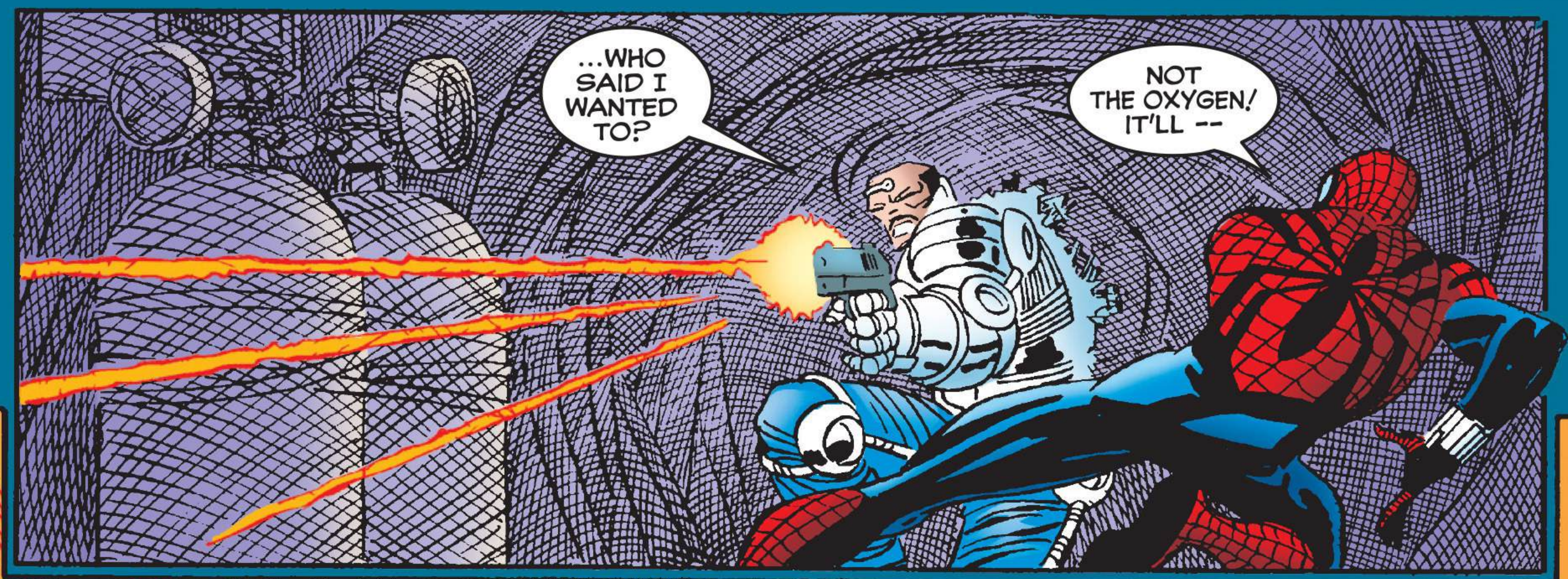
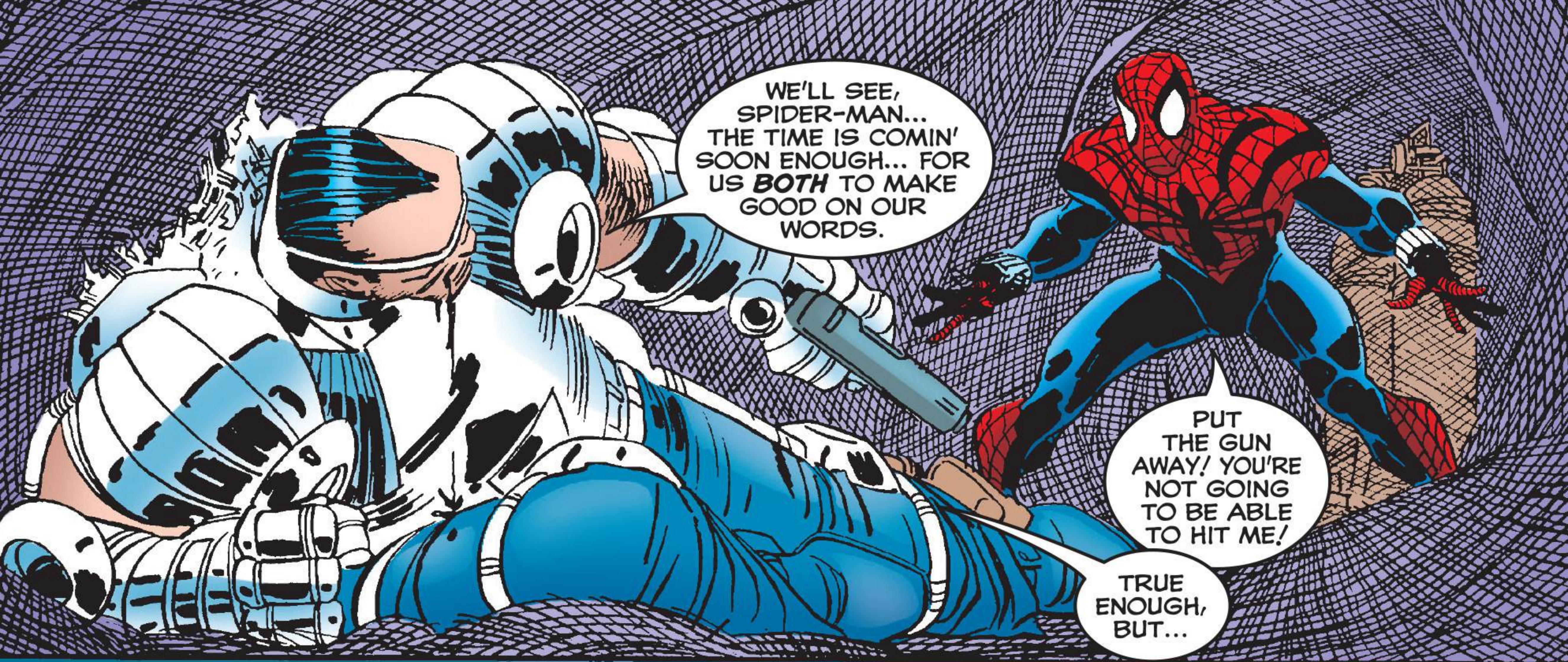


NOW
YOU LISTEN!
WHATEVER IT IS
THAT'S GOING
DOWN ON THE
STREETS...

... I *WILL*
STOP
IT!

THAT'S
MY PROMISE...
AND YOU CAN ASK
ANYONE...

...*I*
ALWAYS
KEEP MY
PROMISES!

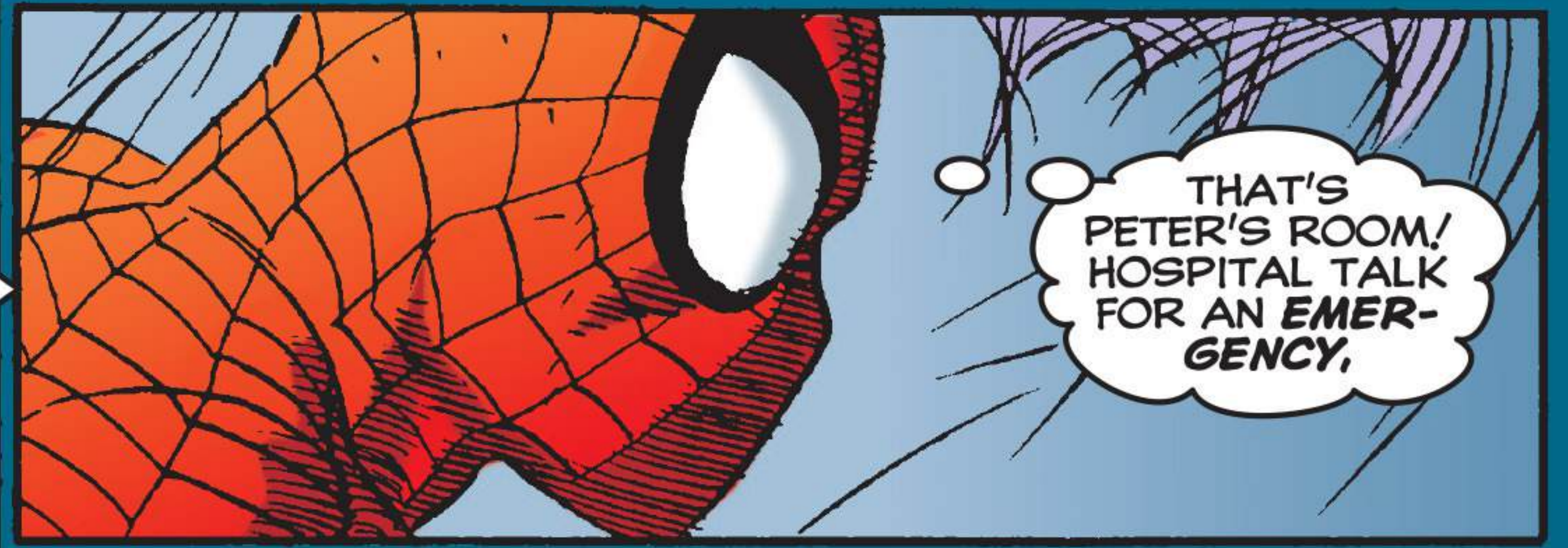


BKOOOM





CODE
BLUE TO
ROOM
314.



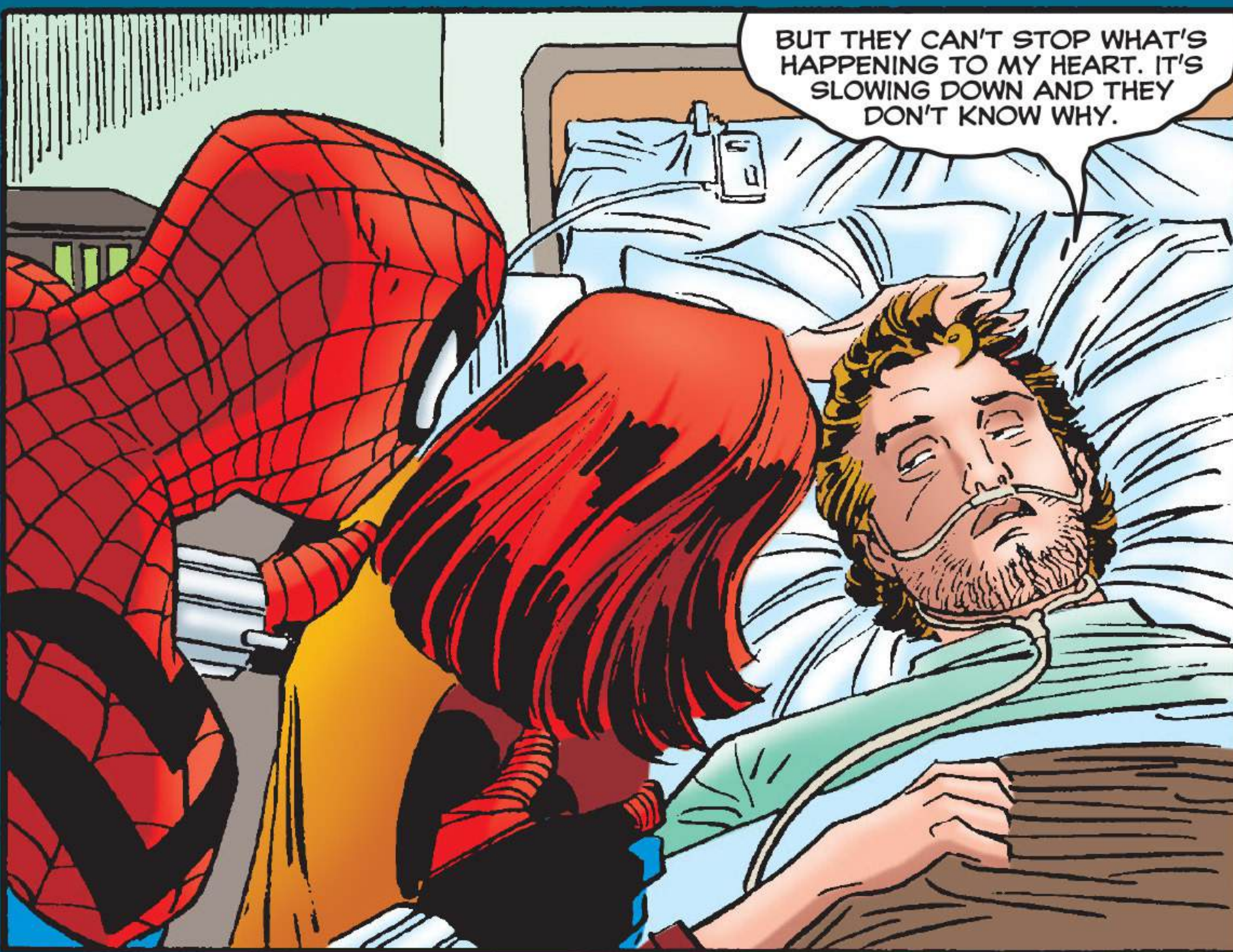
THAT'S
PETER'S ROOM!
HOSPITAL TALK
FOR AN *EMER-
GENCY*,



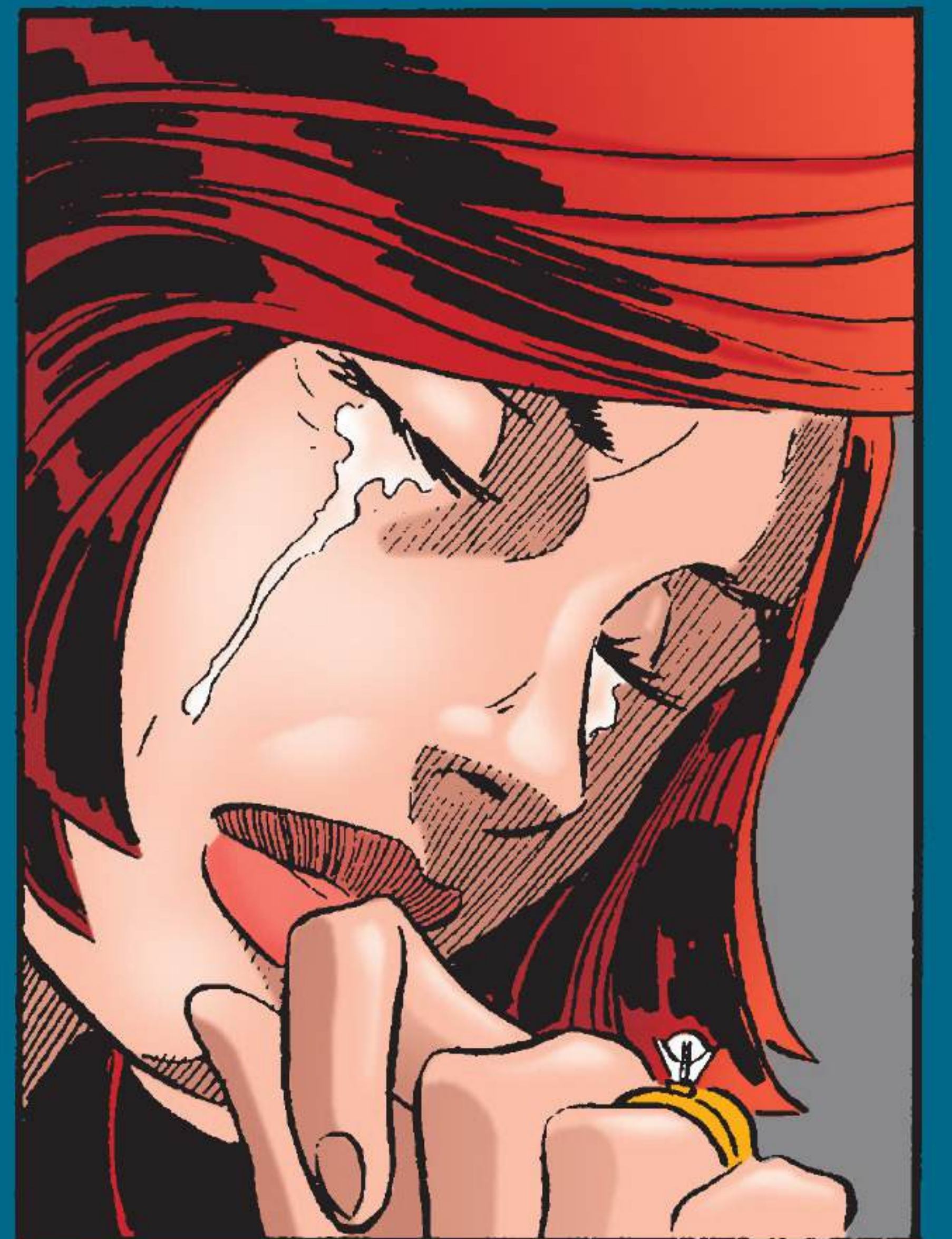
WHY
ARE THEY
ALL LEAVING?
WHY...?

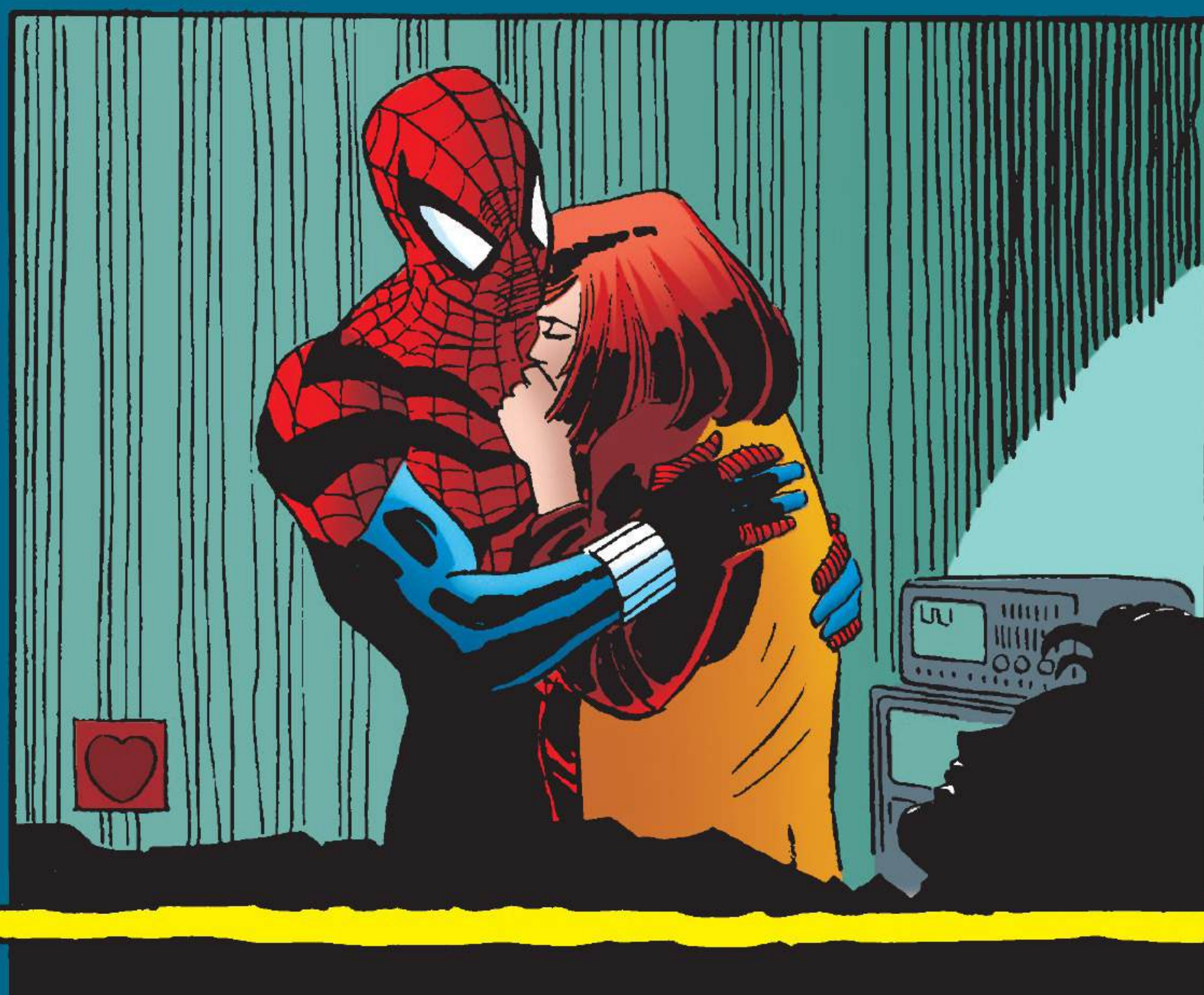
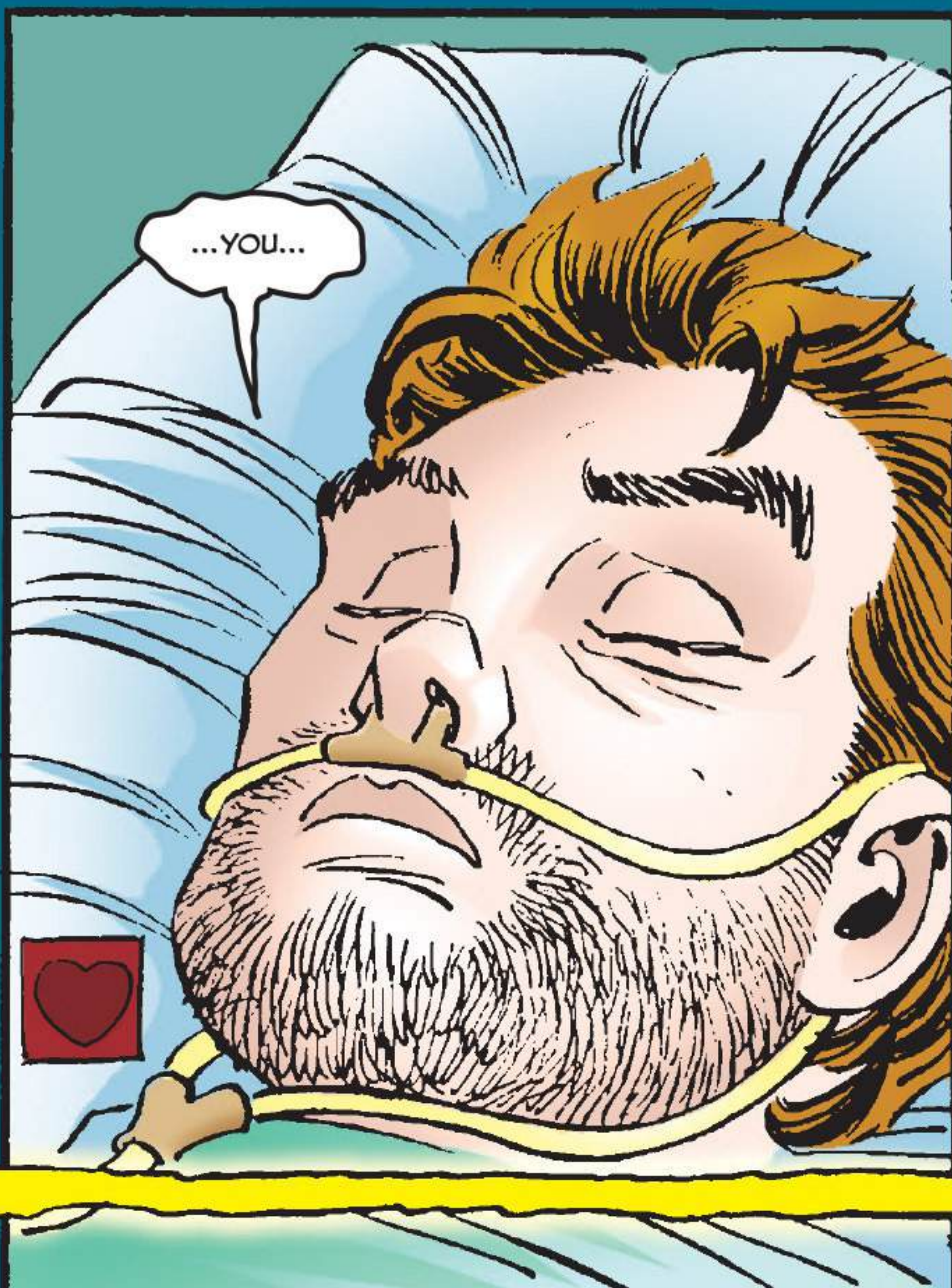
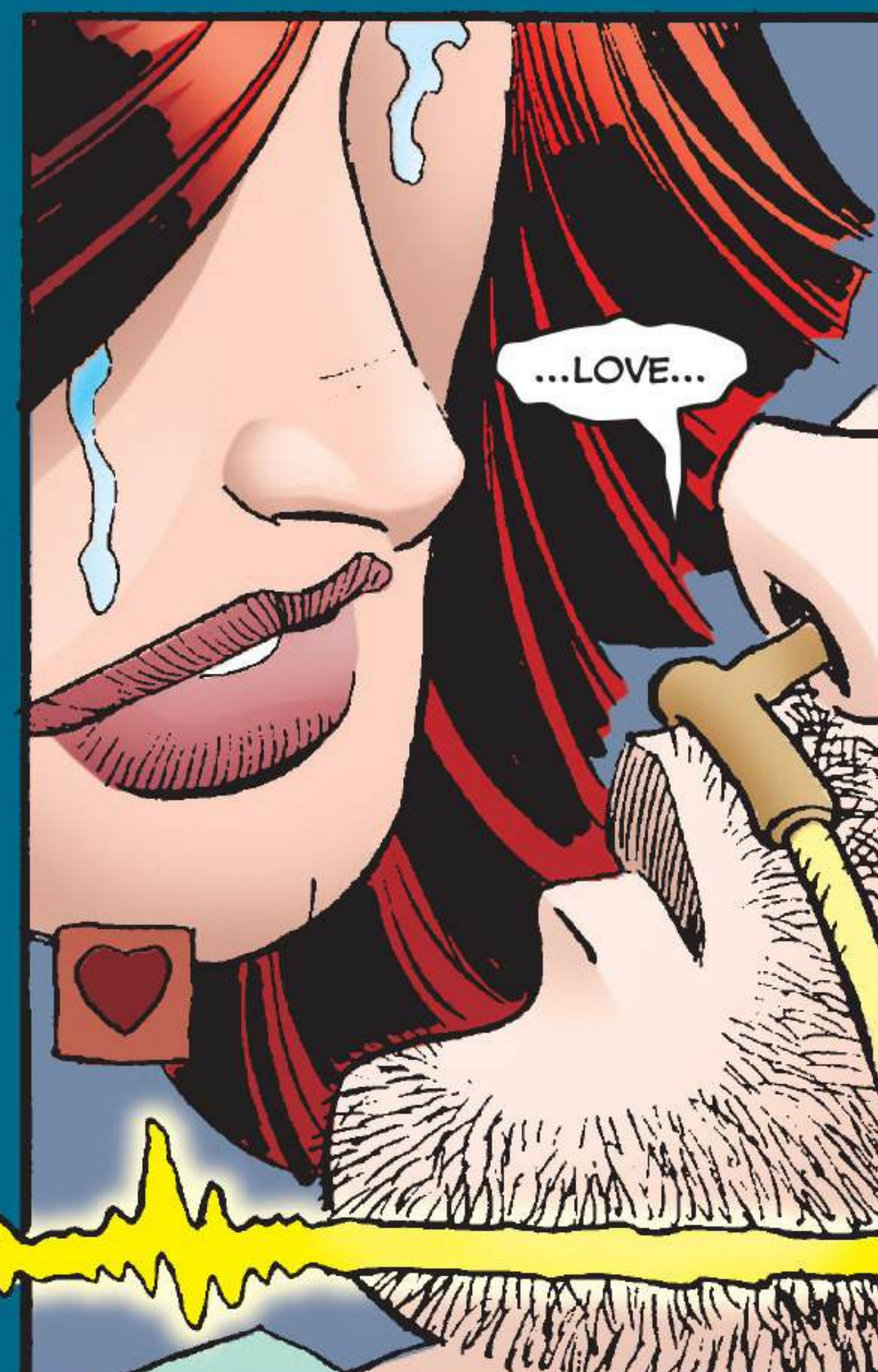
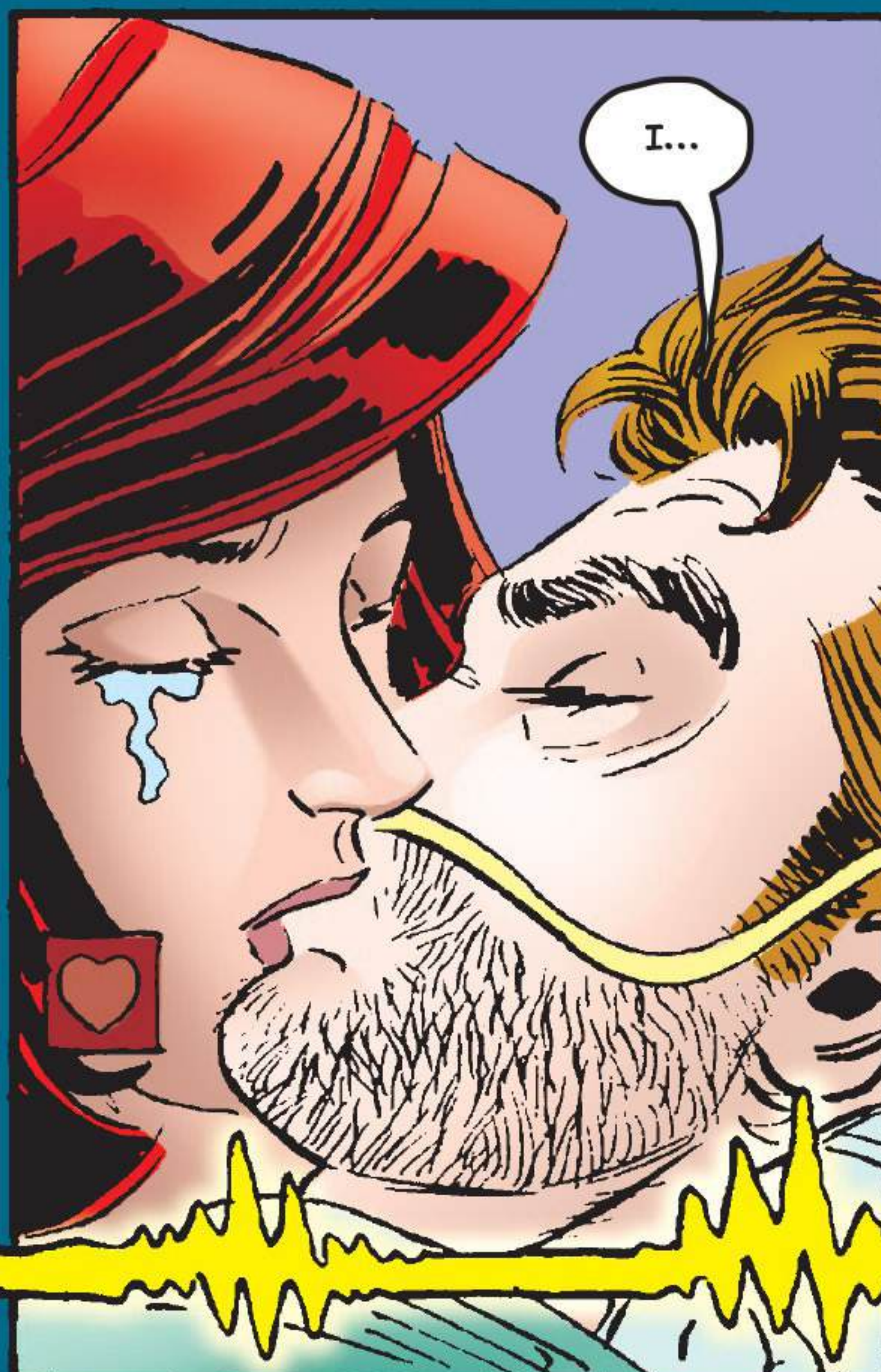
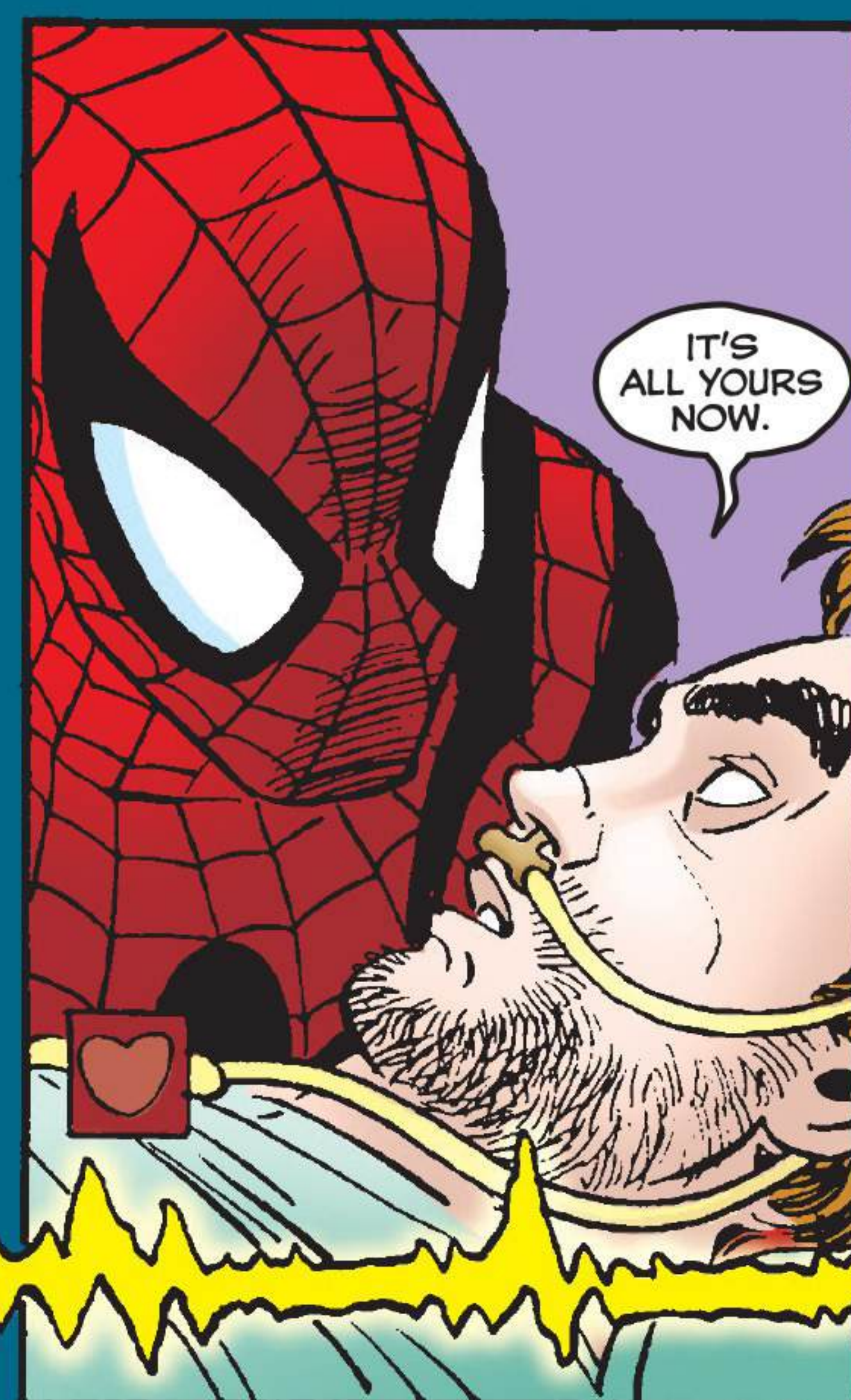


MARY
JANE! I GOT
HERE AS SOON
AS I COULD!
IS HE...?



BUT THEY CAN'T STOP WHAT'S
HAPPENING TO MY HEART. IT'S
SLOWING DOWN AND THEY
DON'T KNOW WHY.





MARVEL[®]
COMICS



SPIDER-MAN[®]

AUG '96 237

APPROVED
BY THE
COMICS
CODE
AUTHORITY

THE SPECTACULAR SPIDER-MAN

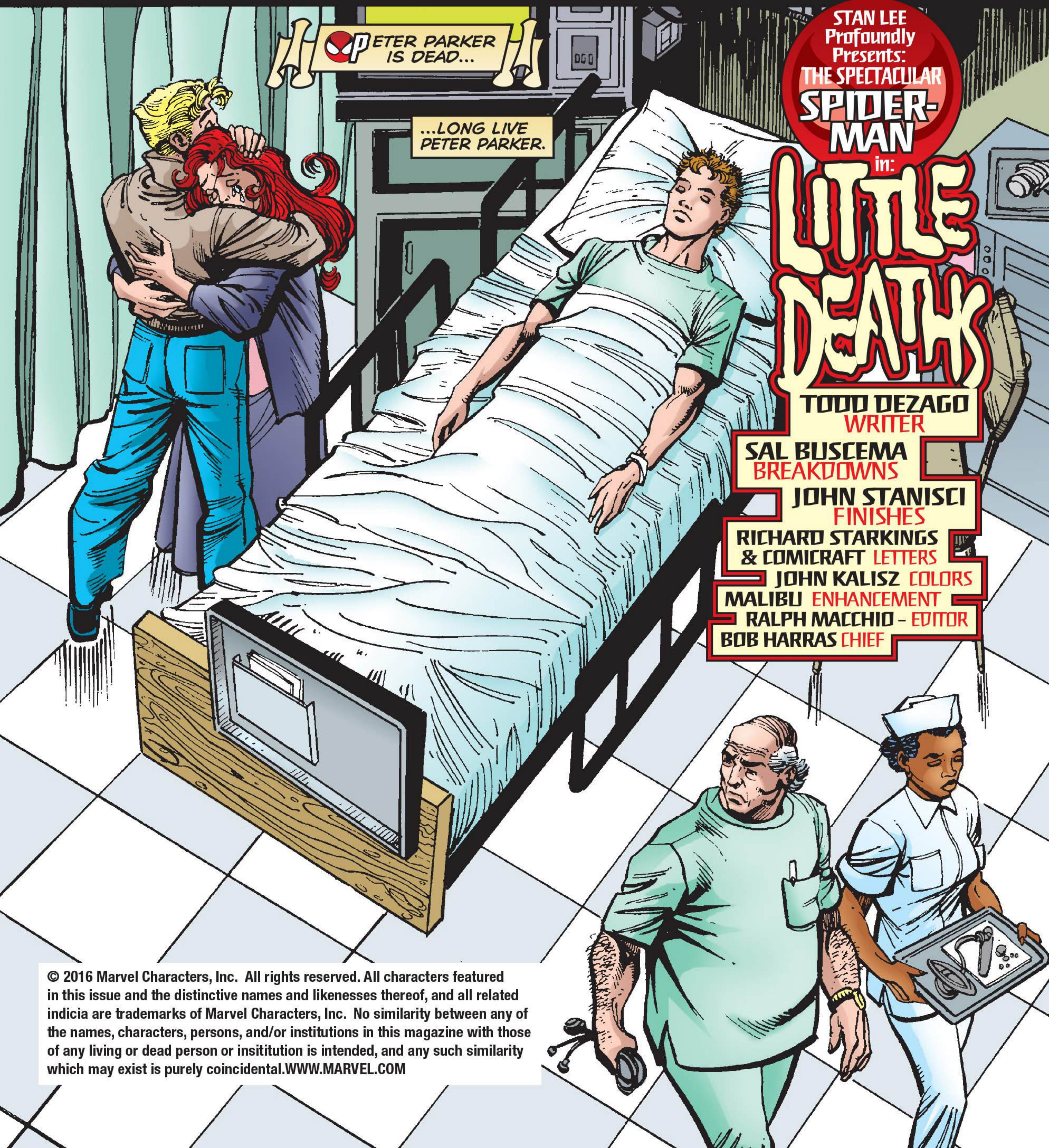
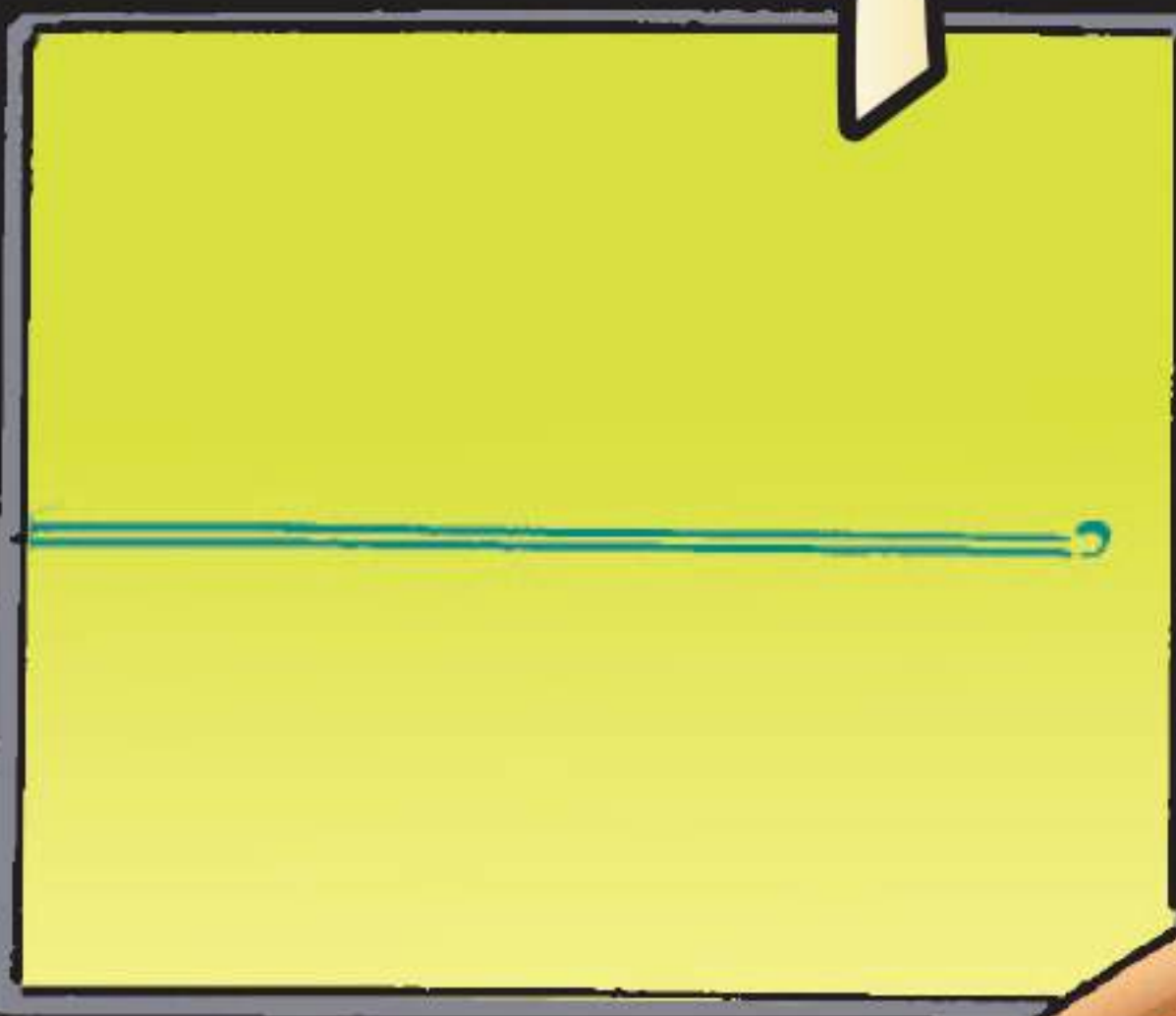
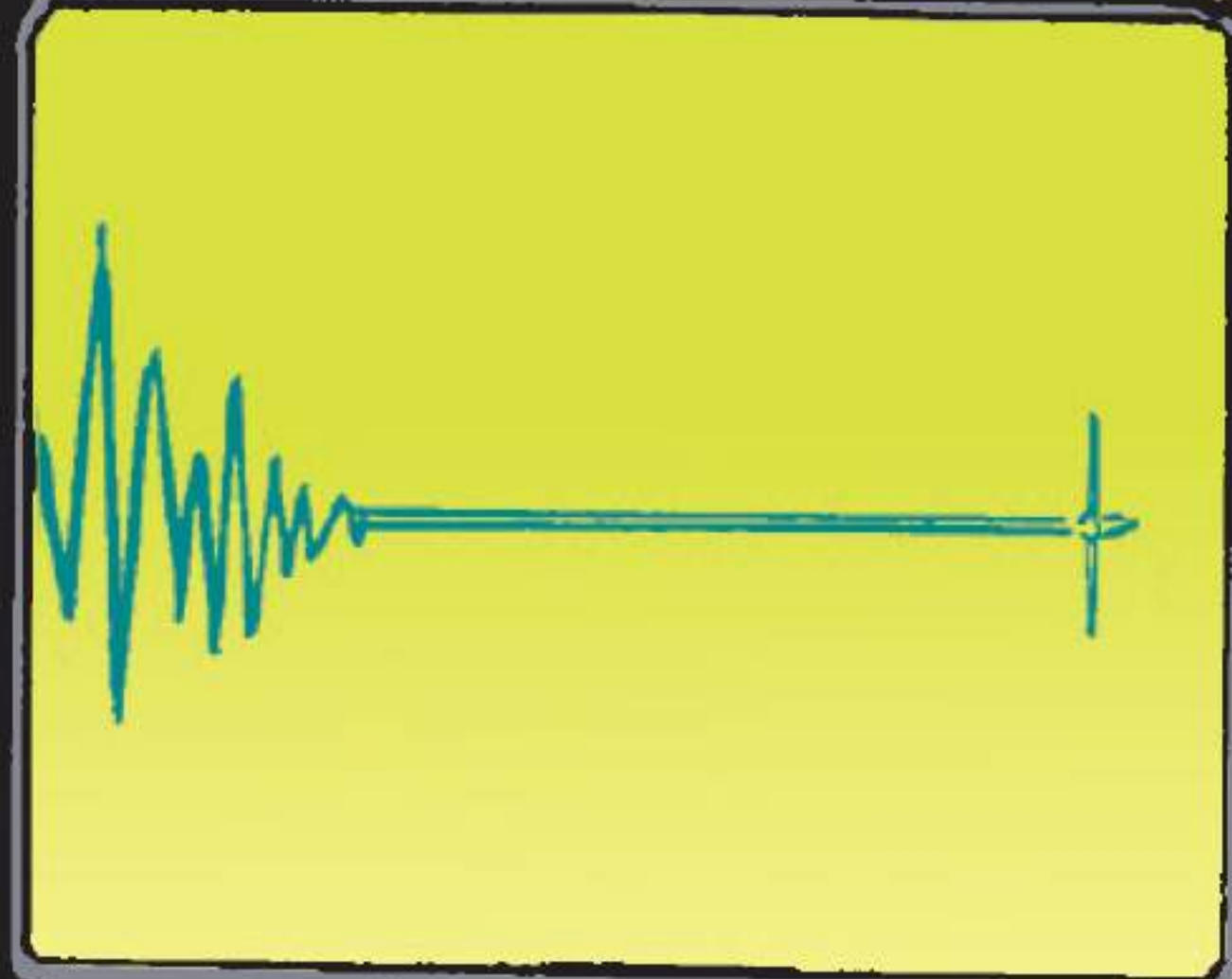
HE'S
COMING TO
SPIDEY'S
RESCUE...

...BUT WHO
IS HE?!



BEEPEEPEE

EEEEETK



STAN LEE
Profoundly
Presents:
THE SPECTACULAR
SPIDER-MAN

in:
**LITTLE
DEATH**

TODD DEZAGO
WRITER

SAL BUSCEMA
BREAKDOWNS

JOHN STANISCI
FINISHES

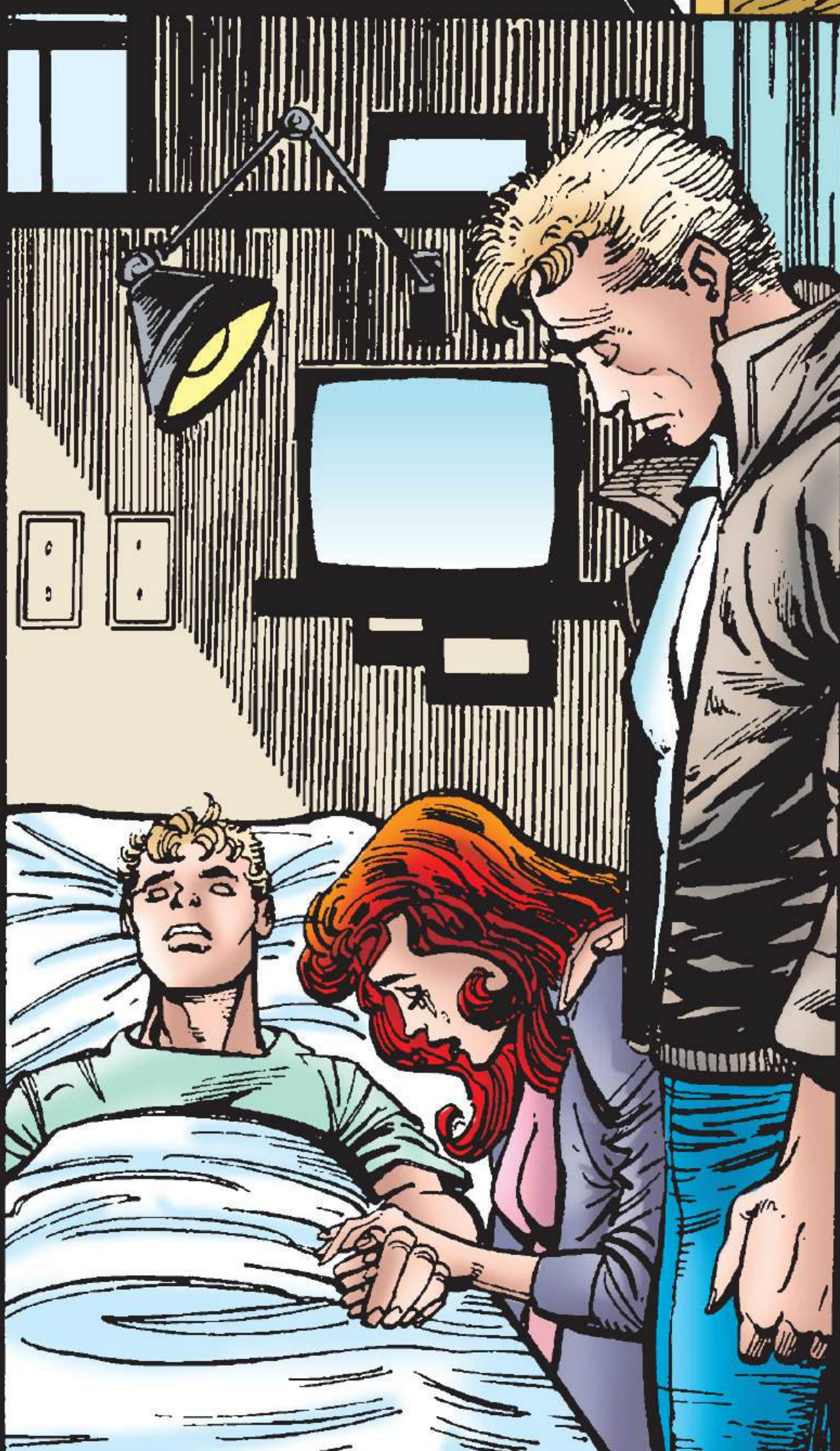
**RICHARD STARKINGS
& COMICRAFT** LETTERS

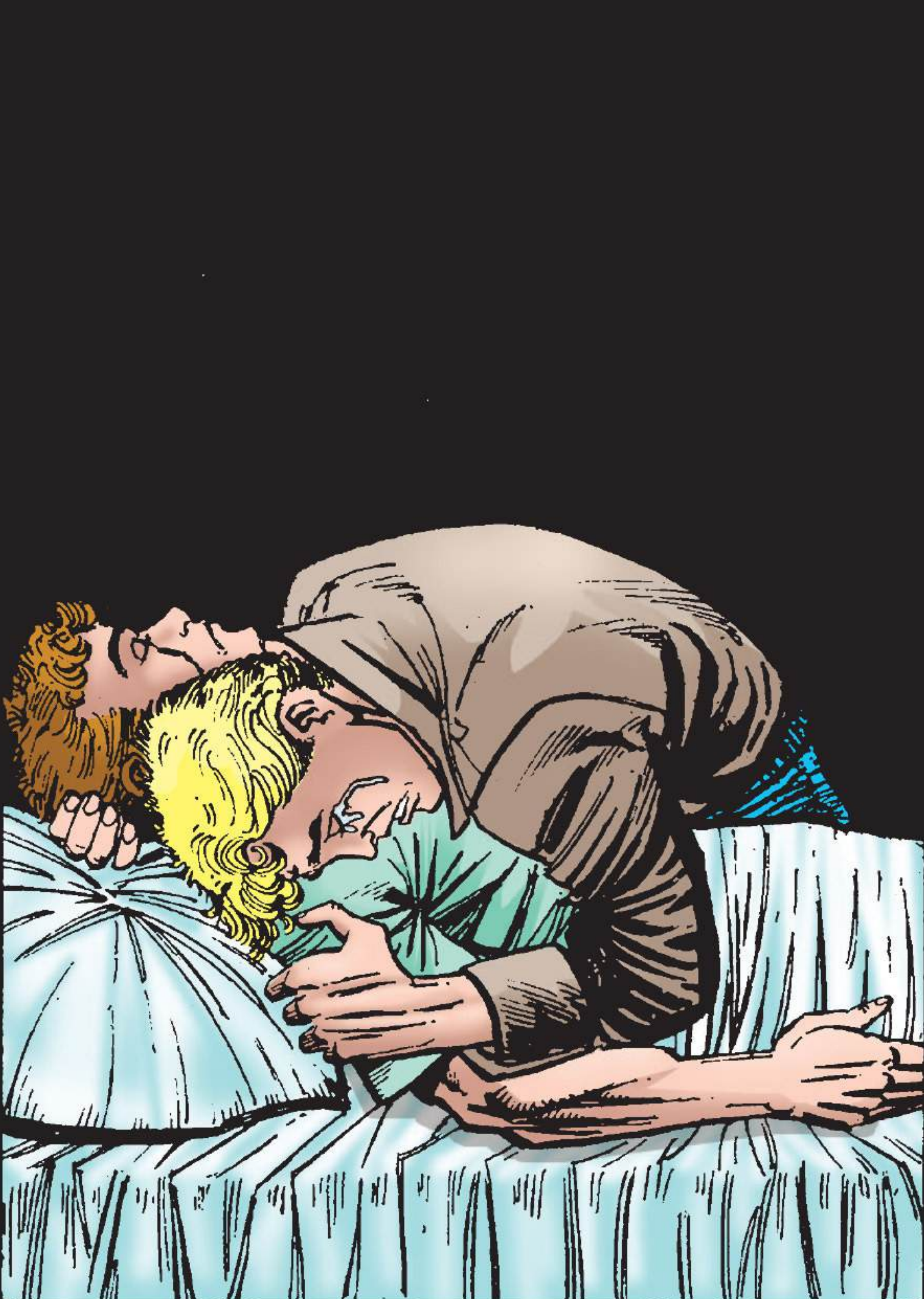
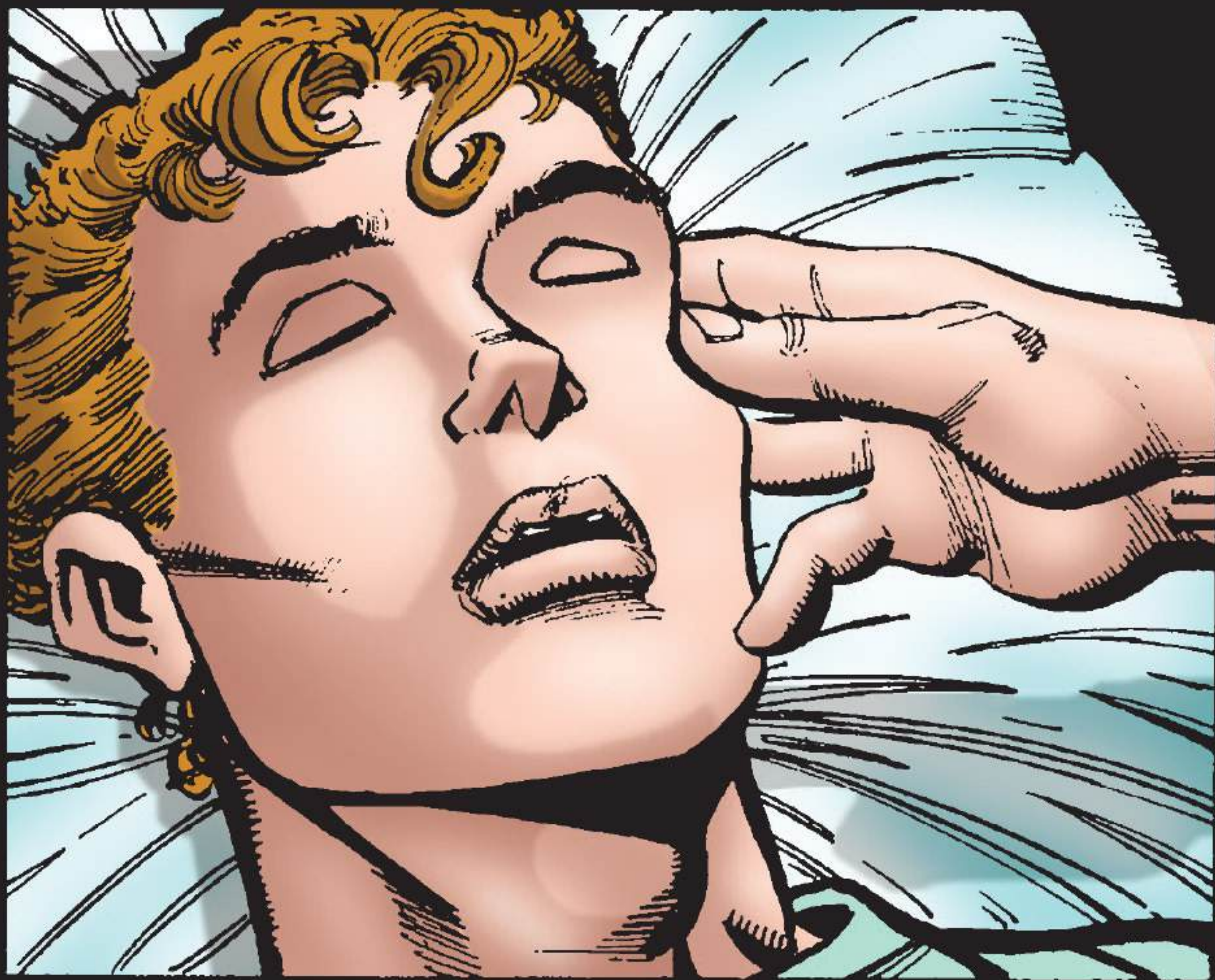
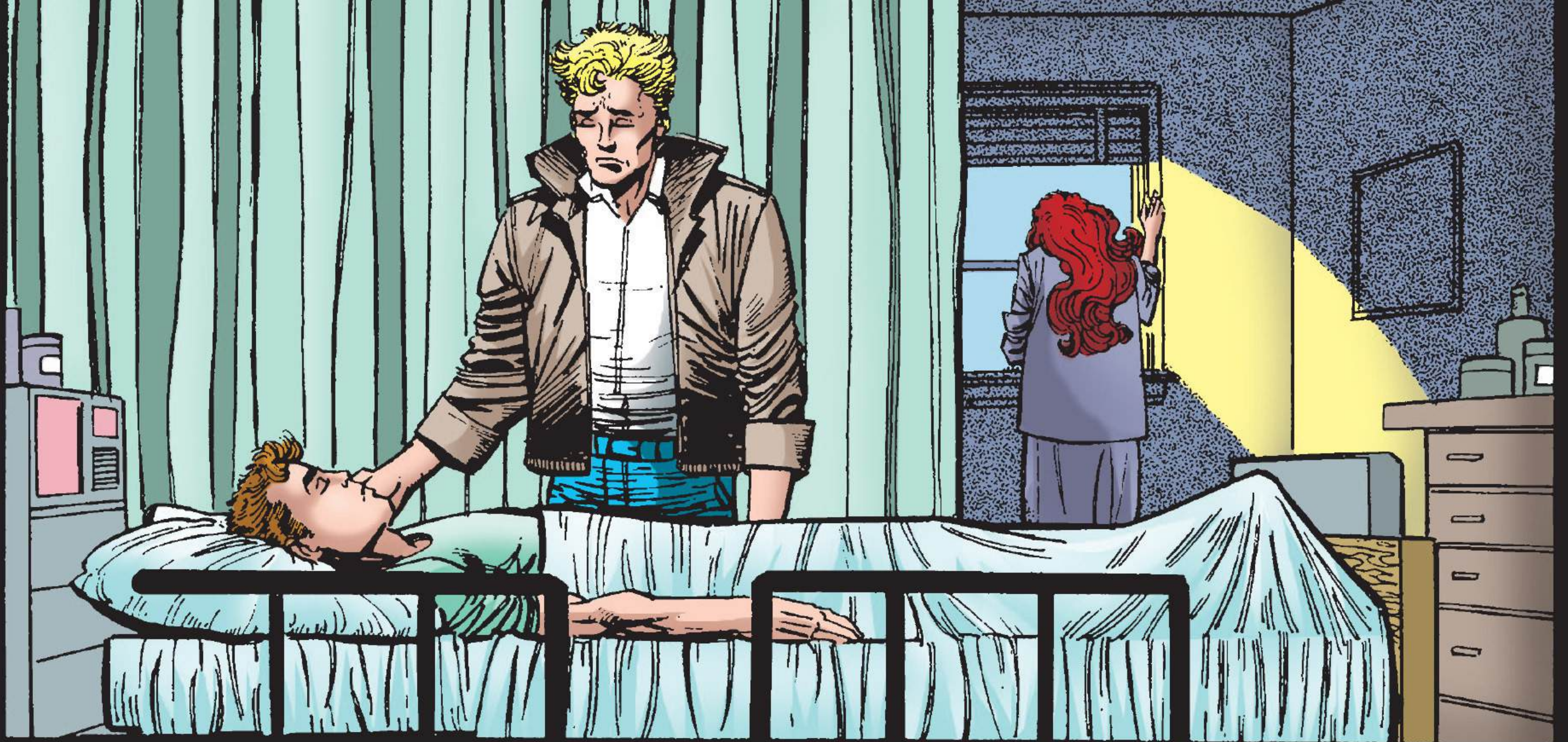
JOHN KALISZ COLORS

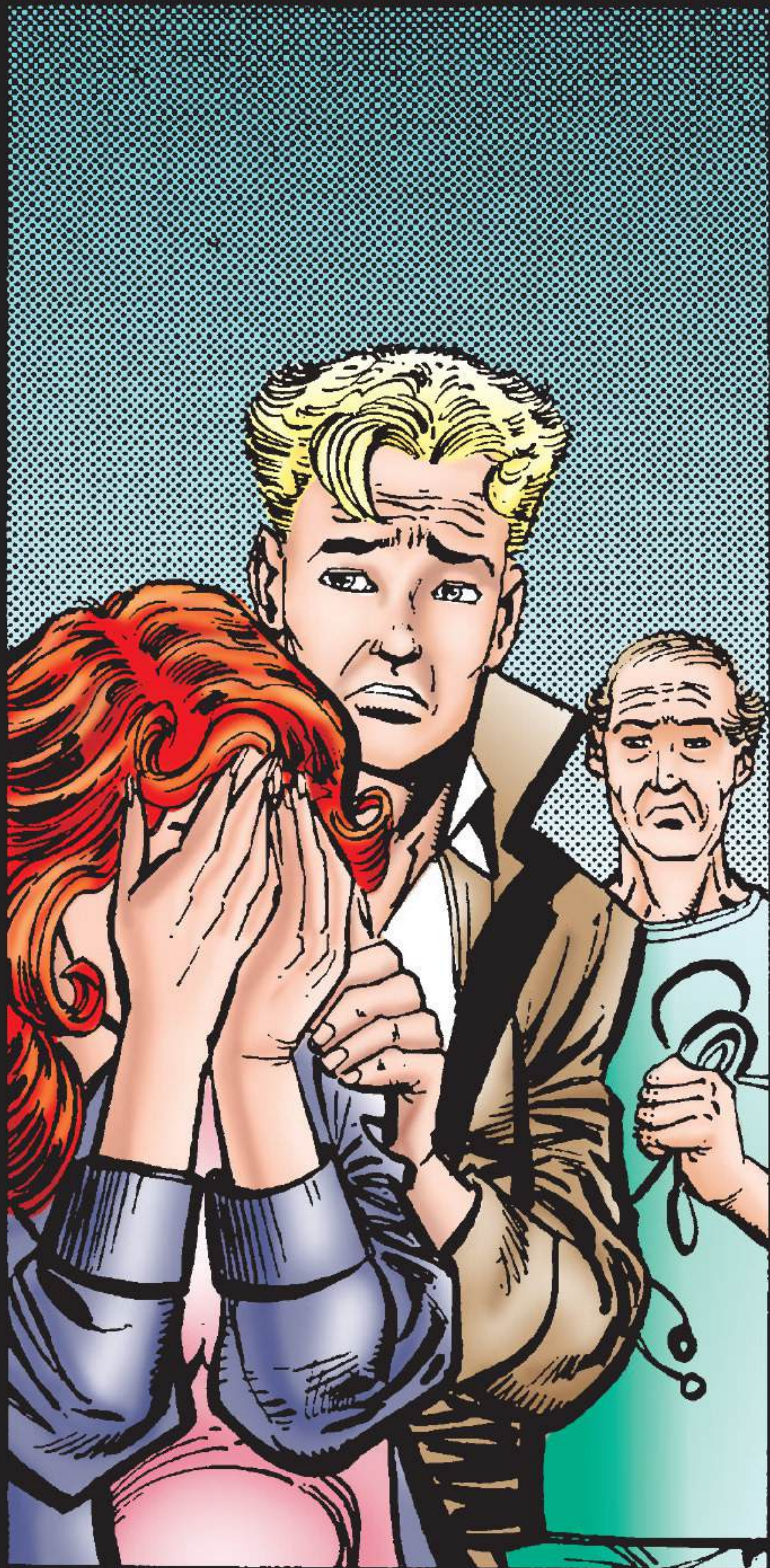
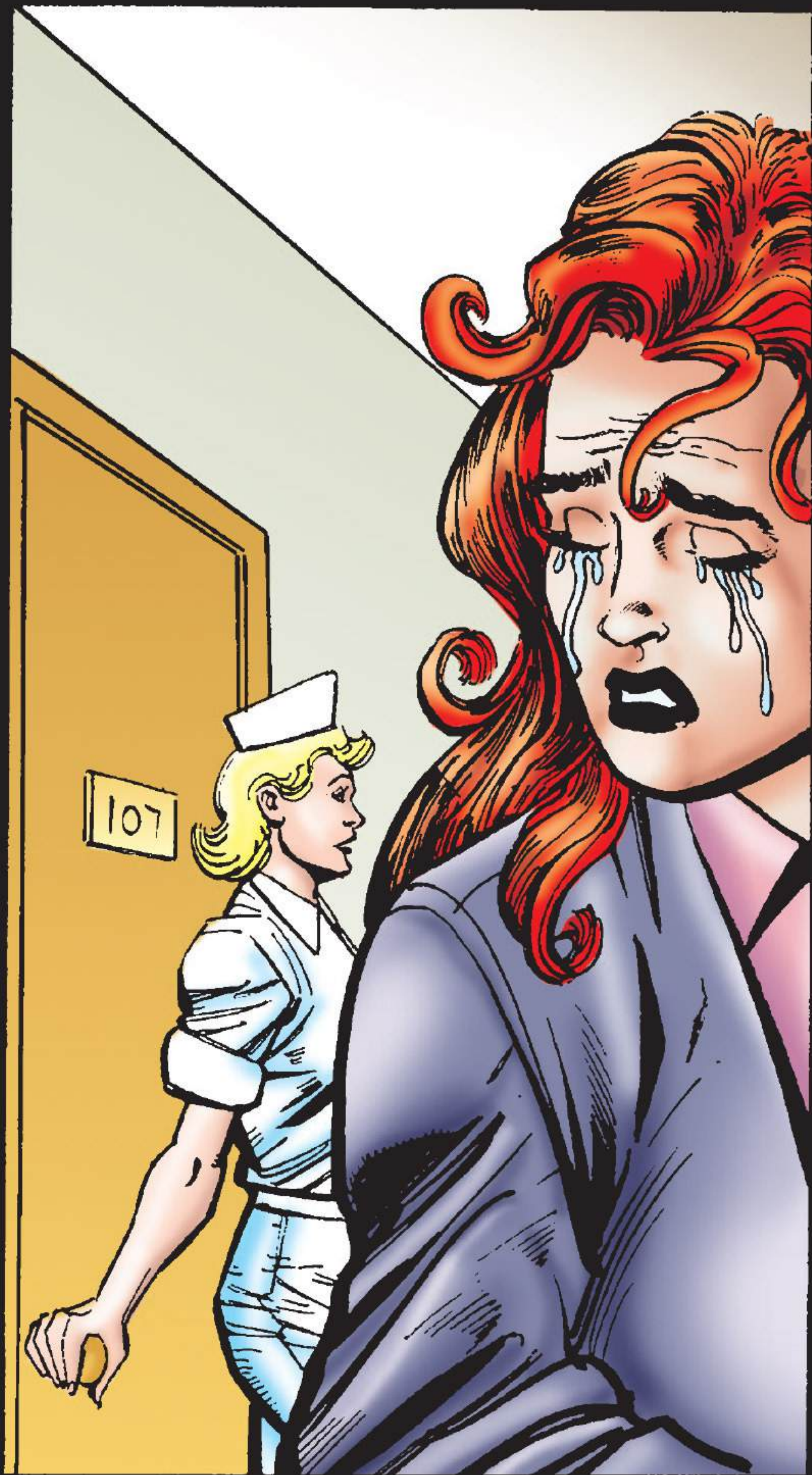
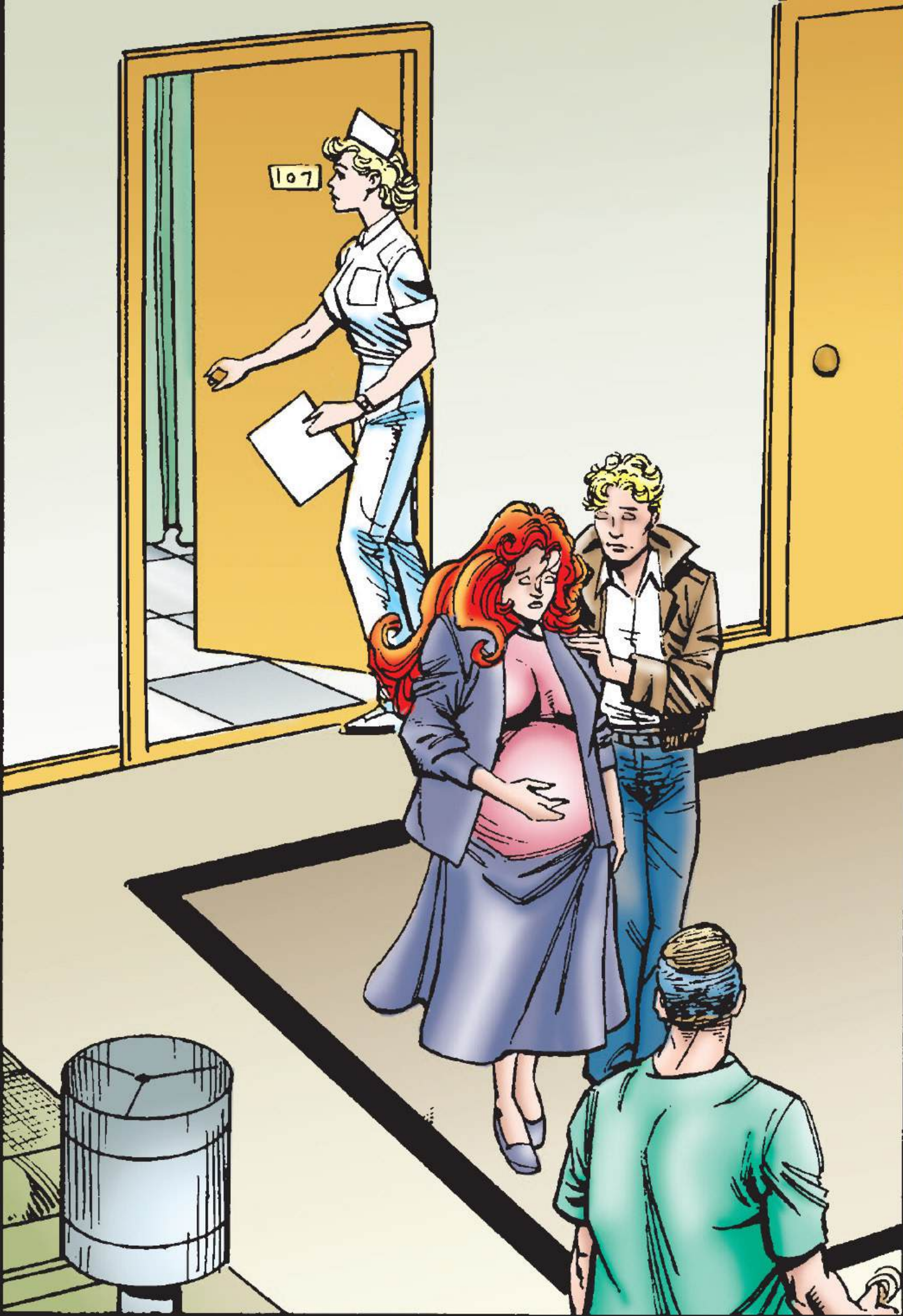
MALIBU ENHANCEMENT

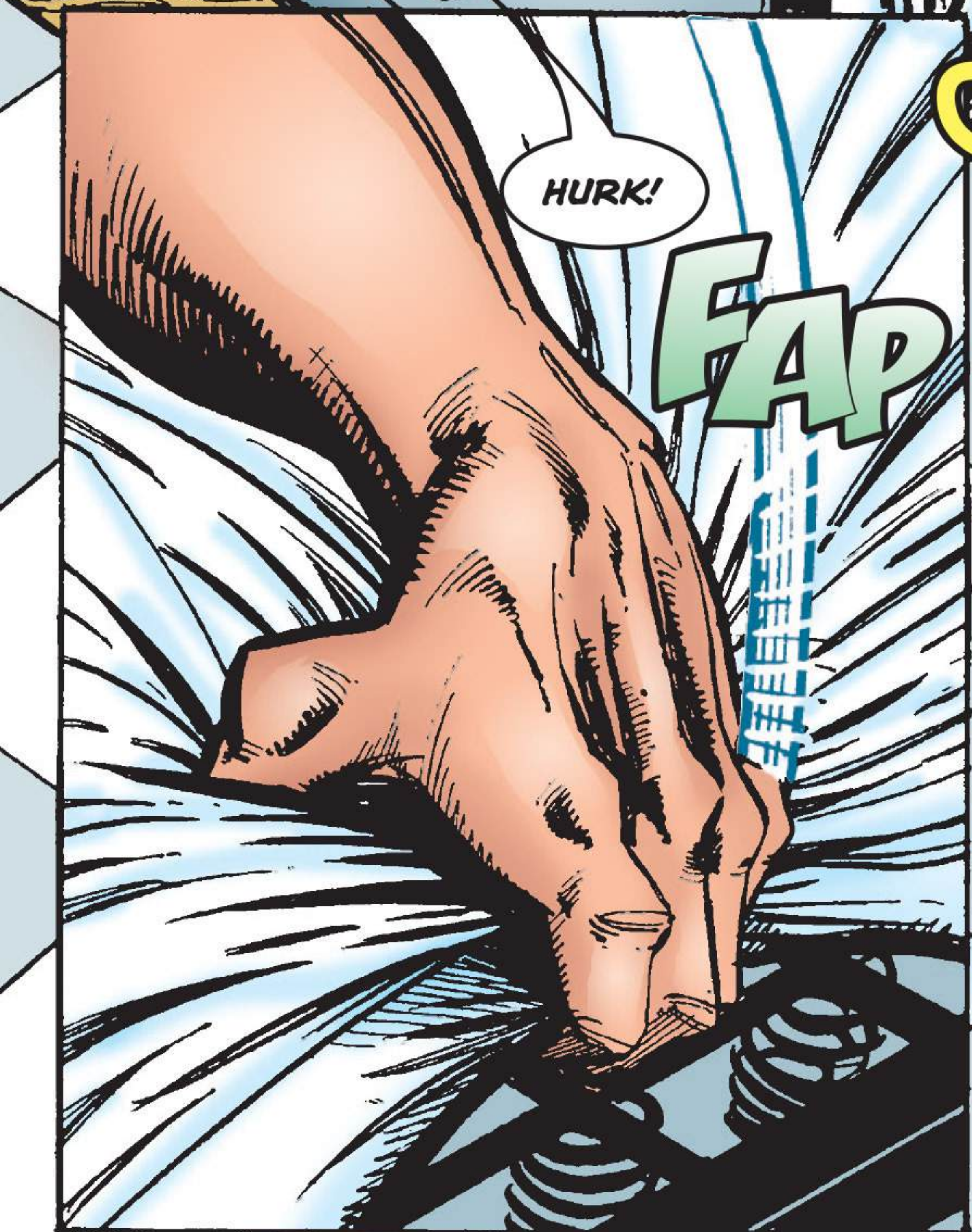
RALPH MACCHIO - EDITOR

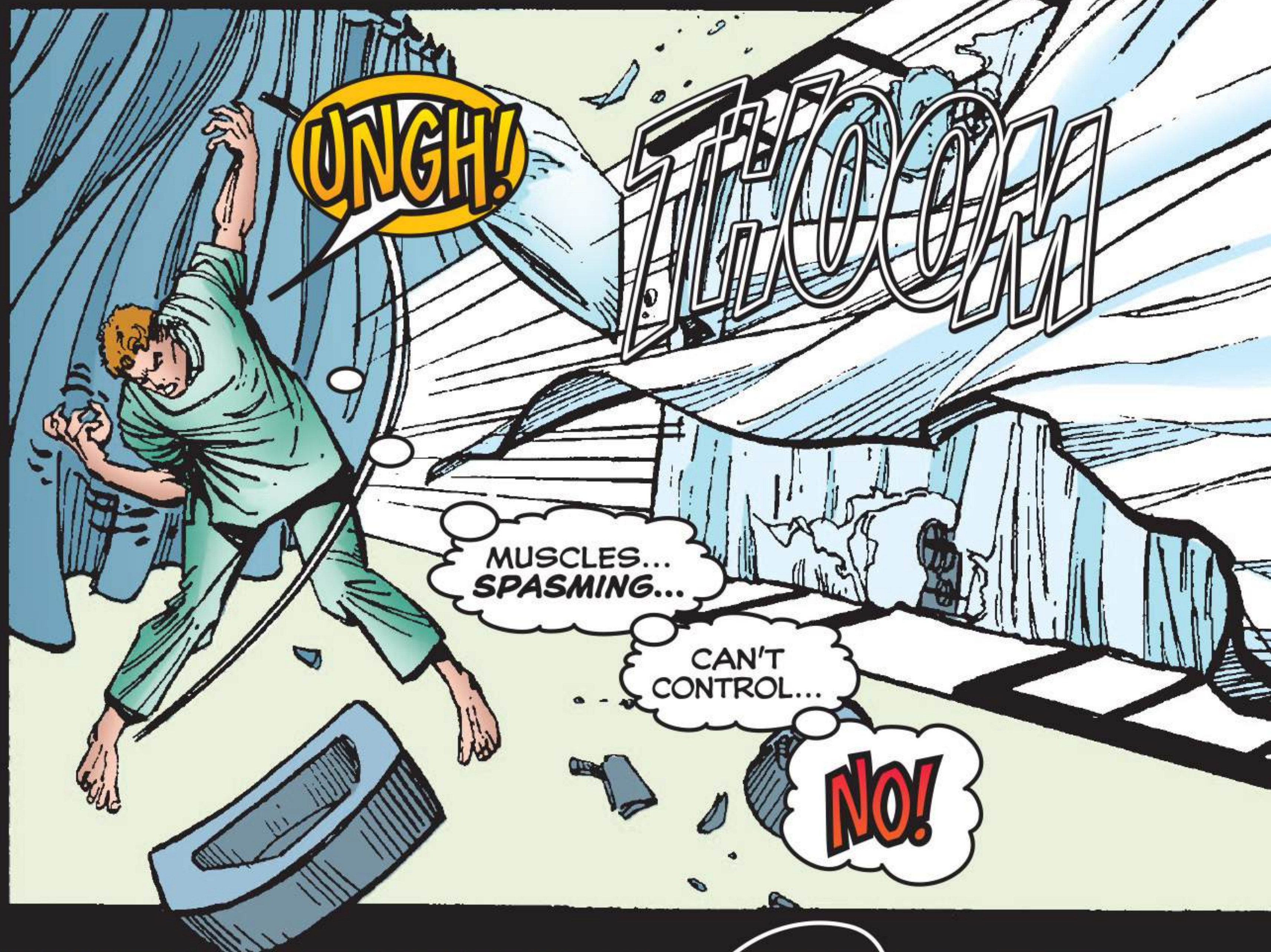
BOB HARRAS CHIEF

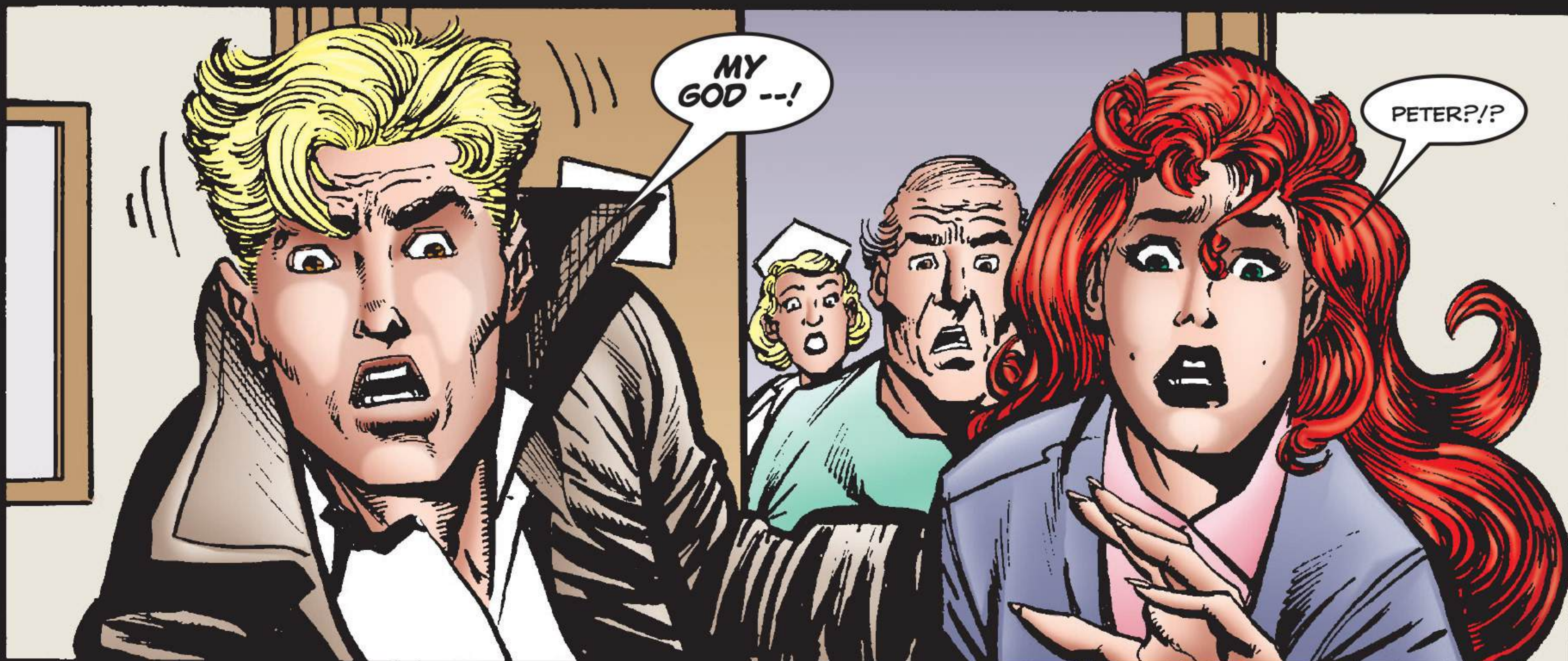












WHAT A
MESS...

THE **POLICE** ARE ON THEIR WAY.
THEY SAID THAT WHILE THEY'RE
HERE FILLING OUT REPORTS
ON THE **BREAK-IN** --

-- WE
CAN FILE A
MISSING PERSONS
SINCE IT'S BEEN MORE
THAN **48 HOURS** SINCE
ANYONE LAST SAW
JONAH...!

THIS WAS
MORE THAN JUST
A **BREAK-IN**, GLORY--
THIS WAS **SEARCH-
AND-DESTROY!**

AND
THOUGH I
KNOW I SHOULDN'T
TAMPER WITH ANY OF
THIS STUFF TILL THE
POLICE GET
HERE --

-- I CAN'T SHAKE THIS
FEELING THAT **JONAH'S**
IN **TROUBLE** --

-- **REAL**
TROUBLE.

HEY, Mr. ROBERTSON!
THEY NEED YOU OUT IN
THE **CITY ROOM!**

SOMETHING'S
WRONG WITH THE
TELETYPE --

"IT'S, LIKE, **ALL
MESSED UP!**"

AND
ALSO THAT
SOMETHING IN
HERE MIGHT GIVE
US A CLUE THAT
THE COPS
**WOULDN'T
CATCH!**

WHAT
THE HECK IS
ONSLAUGHT?!

FROM THE JOURNAL OF
DR. CURT CONNORS--

FASCINATING...

I HAD RETURNED TO NEW YORK
ON A MISSION OF MEDICINE
COMING BACK TO OFFER MY
ASSISTANCE TO PETER OUT OF
FRIENDSHIP AND CONCERN.

HAVING BEEN AWAY FROM
THE CITY FOR SEVERAL
YEARS, I HAD EXPECTED --
HOPED -- FOR A CHANGE...

...POSSIBLY FOR THE **BETTER**; CLEANER
AND FRIENDLIER, BUT I WAS DELUDED.

IT'S A CHARNEL HOUSE OF FILTH AND DECAY... A
HORRIFYING EXAMPLE OF URBAN EFFLUENCE. IT HAS
BECOME A MICROCOSM FOR THE WORLD OF THE FUTURE --

-- OF WHAT THIS PLANET WILL BECOME SHOULD
MANKIND BE ALLOWED TO CONTINUE ITS PERILOUS
COURSE TOWARD **ARMAGEDDON**.

DUMPING GARBAGE INTO THE
LAND, FLUSHING IT INTO THE
SEA, PUMPING IT INTO THE AIR...

...REPRODUCING WITH LITTLE
REGARD FOR THE NATURAL
SYSTEMS WHICH SUSTAIN
OUR ARROGANT EXISTENCE.

STATISTICS INDICATE THAT WITHIN THE NEXT TWENTY YEARS, THE POPULATION OF THE *WORLD* WILL DOUBLE! AN *EARTH* CREAKING UNDER THE TREAD OF ALMOST TWELVE BILLION HUMANS.

AND YET, MANKIND CONTINUES TO *BLINDLY* FORGE AHEAD...

BUMP

...MINDLESSLY MOVING TOWARD A FUTURE OF TOO MANY PEOPLE WITH TOO FEW RESOURCES... BILLIONS MORE TO BE CLOTHED AND HOUSED AND FED.

A CONDITION THAT AN UNFORGIVING HISTORY HAS PROVEN AGAIN AND AGAIN...

DAILY BUGLE
NEW YORK'S FINEST DAILY NEWSPAPER
RACE RIOTS MOUNTS IN QUEENS

...TO BE NOTHING SHORT OF *DISASTROUS!*

AND YET WE PERSIST AND TURN A BLIND EYE TOWARD THE MOUNTING EVIDENCE.



IS THIS THE *LEGACY* WE INTEND TO LEAVE TO OUR *CHILDREN* AND *GRANDCHILDREN*..?

TO MY SON..?

AND IF NOT, CAN A CHANGE BE *MADE*? OR ARE WE TOO *LATE* TO SAVE A SOCIETY ALREADY STEEPED IN *ANGER*?



-- AND VIOLENCE --



-- AND HATE?

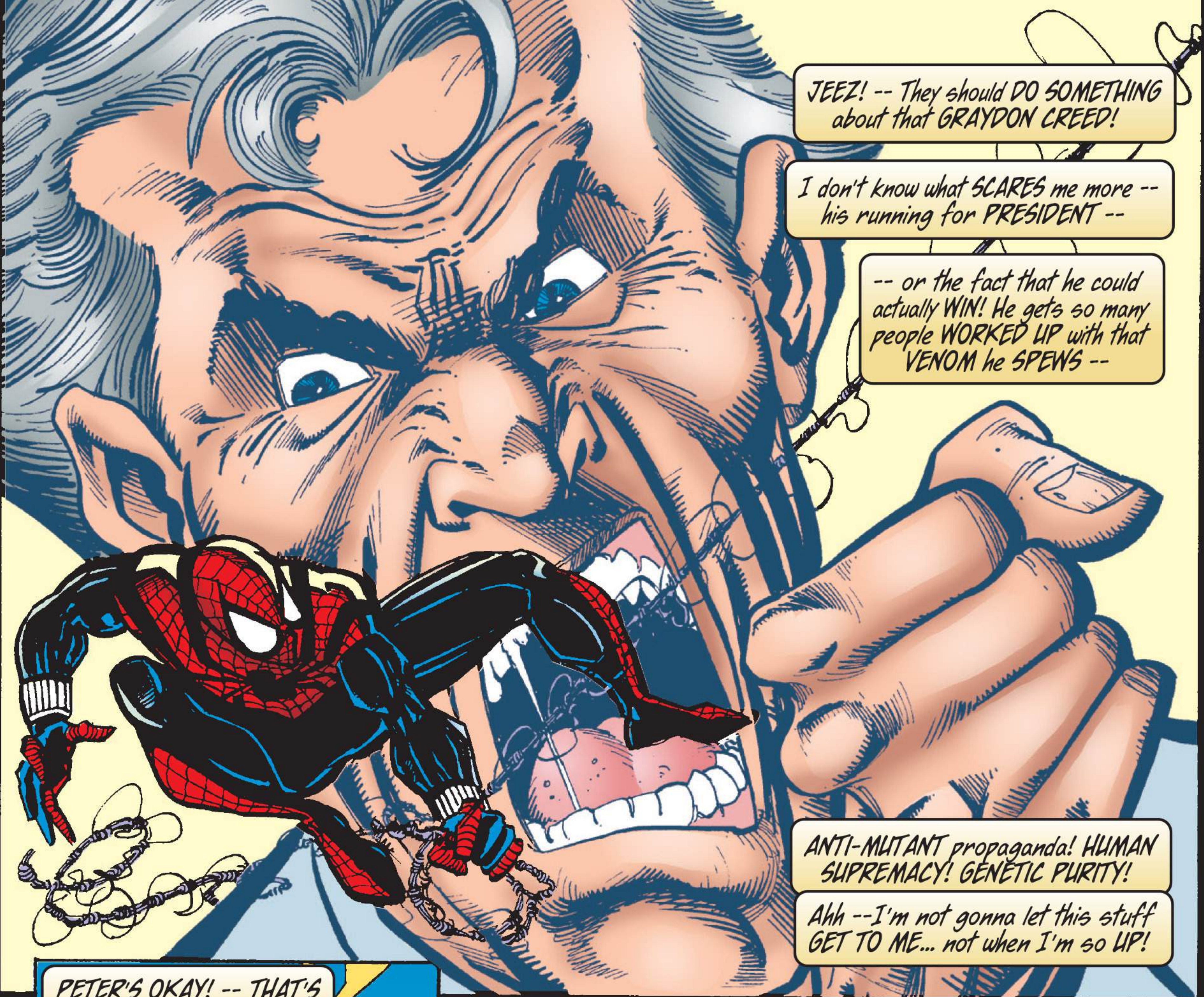
-- **MUTANT MENACE!** AND BY SENDING ME TO THE WHITE HOUSE, AMERICA --

-- YOU'LL BE SENDING A MESSAGE THAT **SOMETHING SHOULD BE DONE ABOUT IT!**

YES...

...SOMETHING SHOULD BE DONE... BUT NOT ABOUT MUTANTS.





JEEZ! -- They should DO SOMETHING about that GRAYDON CREED!

I don't know what SCARES me more -- his running for PRESIDENT --

-- or the fact that he could actually WIN! He gets so many people WORKED UP with that VENOM he SPEWS --

ANTI-MUTANT propaganda! HUMAN SUPREMACY! GENETIC PURITY!

Ahh -- I'm not gonna let this stuff GET TO ME... not when I'm so UP!

PETER'S OKAY! -- THAT'S what MATTERS!

He's HAPPY, apparently HEALTHY -- and most importantly -- ALIVE!



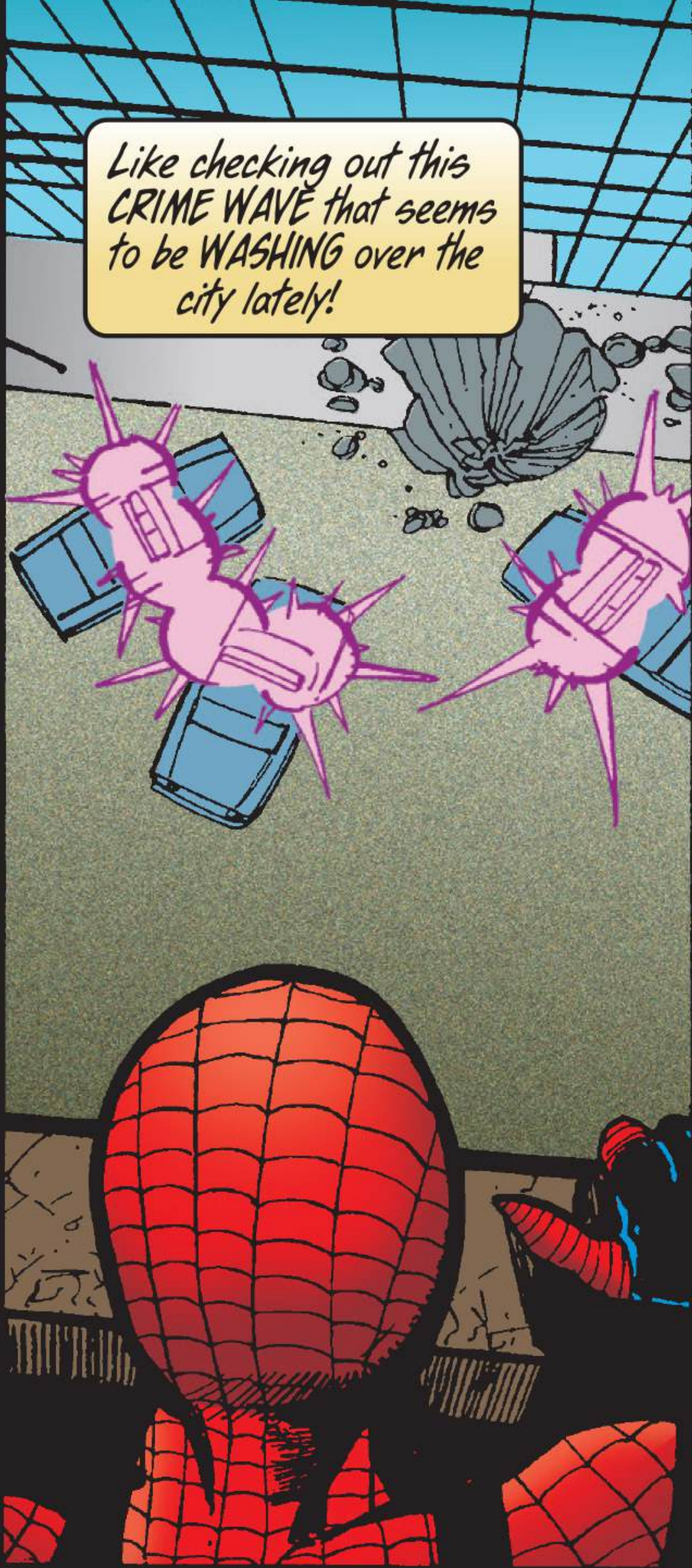
Things couldn't be more JAKE!



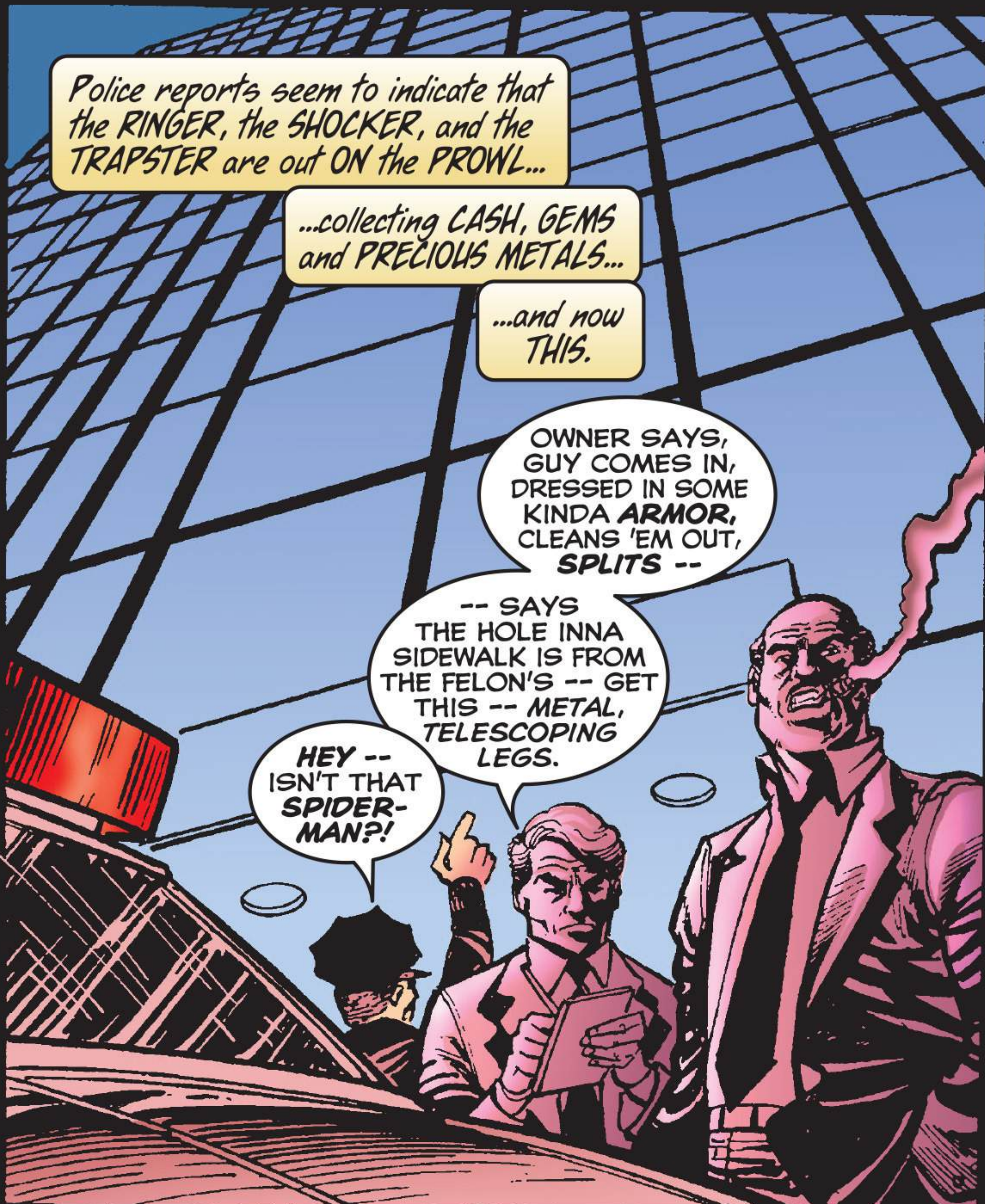
And ME -- I've got the sun on my FACE, the wind in my WEBS -- and not a CARE in the WORLD...



Well -- maybe ONE care.



Like checking out this **CRIME WAVE** that seems to be **WASHING** over the city lately!



Police reports seem to indicate that the **RINGER**, the **SHOCKER**, and the **TRAPSTER** are out **ON** the **PROWL**...

...collecting **CASH**, **GEMS** and **PRECIOUS METALS**...

...and now **THIS**.

OWNER SAYS, GUY COMES IN, DRESSED IN SOME KINDA **ARMOR**, CLEANS 'EM OUT, **SPLITS** --

-- SAYS THE HOLE INNA SIDEWALK IS FROM THE FELON'S -- GET THIS -- **METAL**, **TELESCOPING LEGS**.

HEY -- ISN'T THAT **SPIDER-MAN**?!



NAH, NAH. HE'S GOT **WEBS**. THIS SOUNDS LIKE THAT OTHER GUY...

...WHAT'S IS NAME..?



STILT-MAN?

STILT-MAN! THAT'S IT!



ALL UNITS RESPOND! **PIER 71! GIANT REPTILE DESTROYING WAREHOUSES ALONG THE WATERFRONT!**



This is turning into quite a **PARTY**...

The **Ringer**, the **Trapster**, the **Shocker**, and **NOW**...



...the LIZARD!

RAAR!

BLAM
BLAM

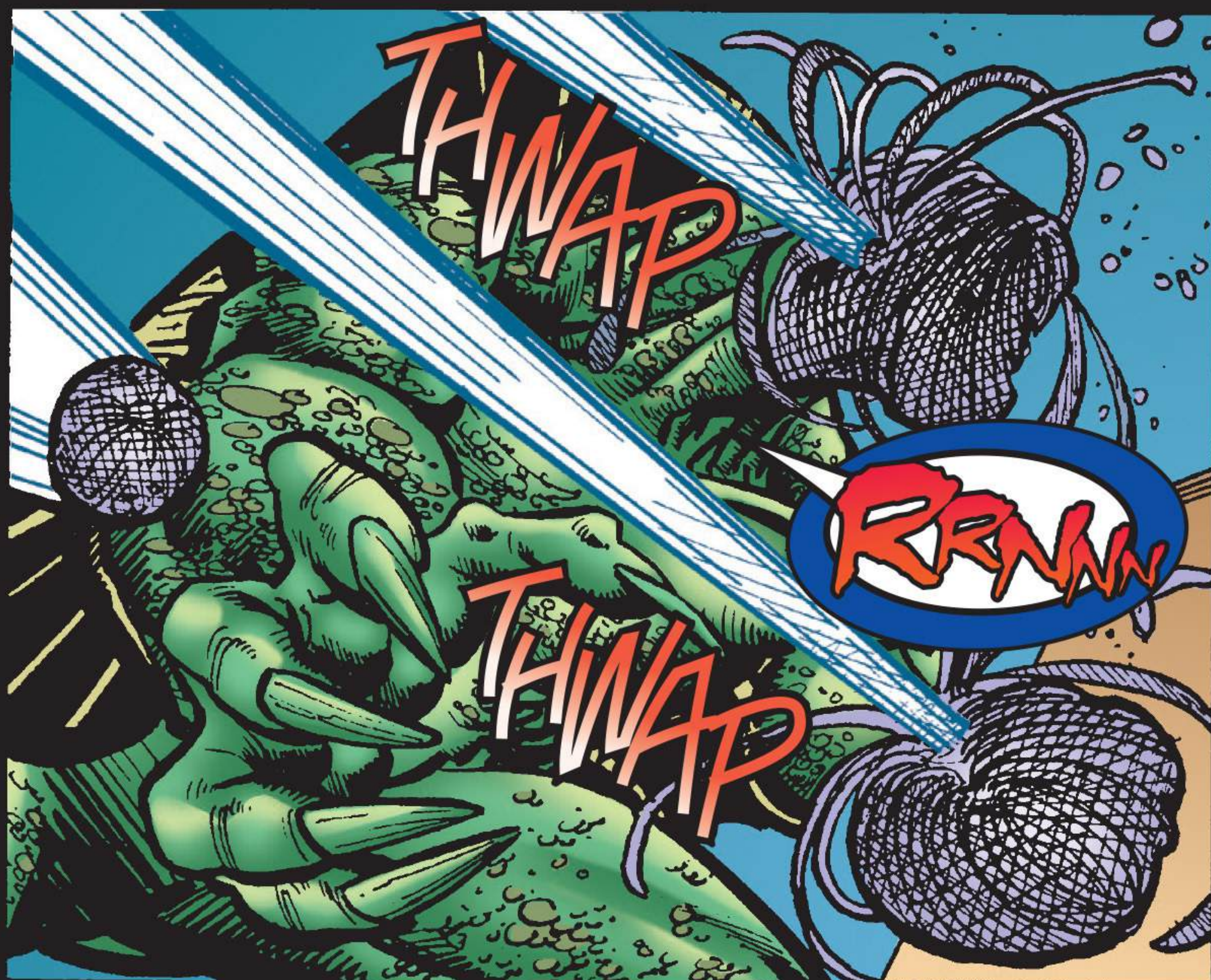
When DOC CONNORS flew in to try to DIAGNOSE Peter's CONDITION, I was hoping we wouldn't hear from his SCALY ALTER EGO...

But I guess, where there's SMOKE, there's FIRE..!

Have AT THEE, then!



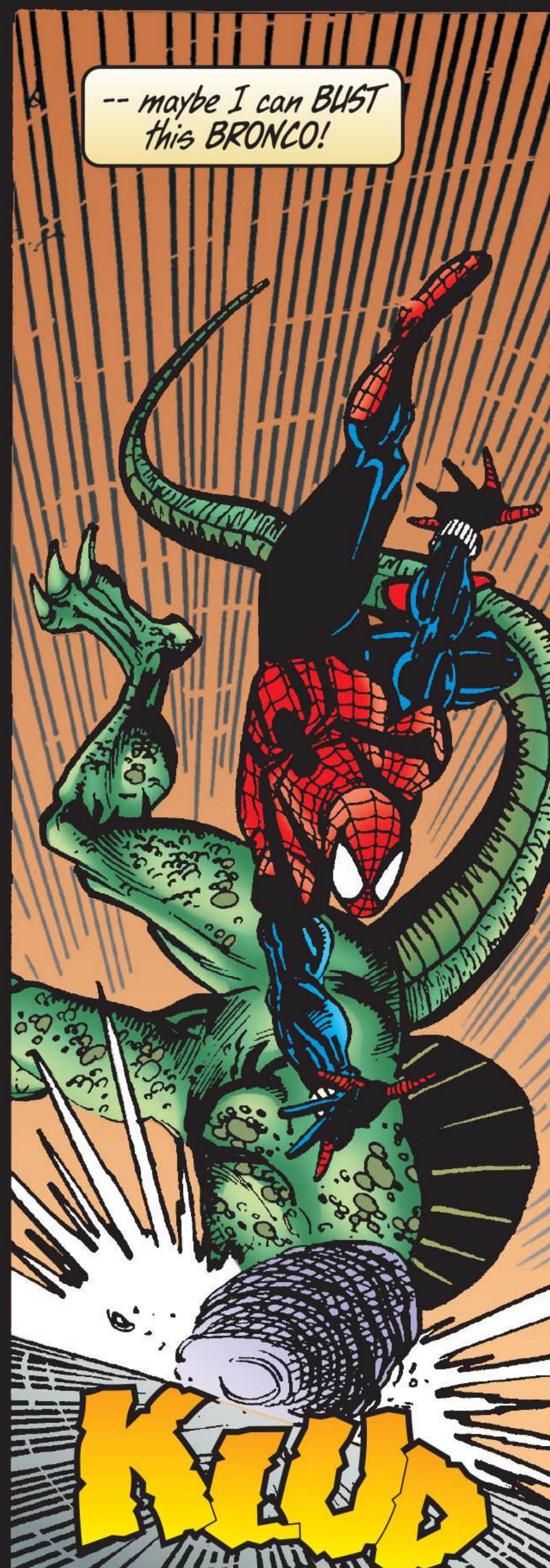
Fortunately, I have the DROP on him --



Some IMPACT WEBBING to take out all those NASTY PARTS that could HURT a little guy like ME --



-- and if I can just REIN this maverick in --

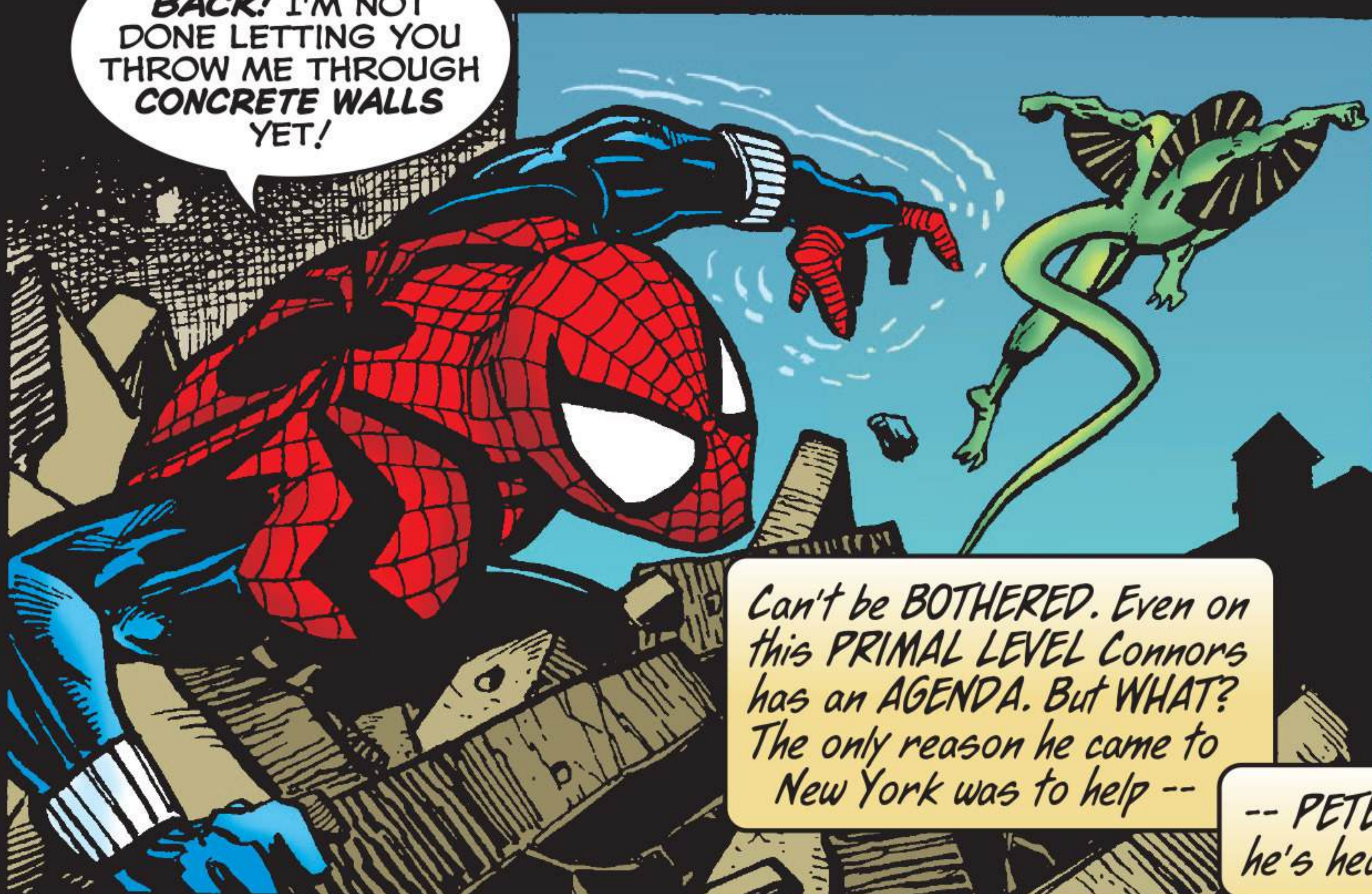


-- maybe I can BLUST this BRONCO!

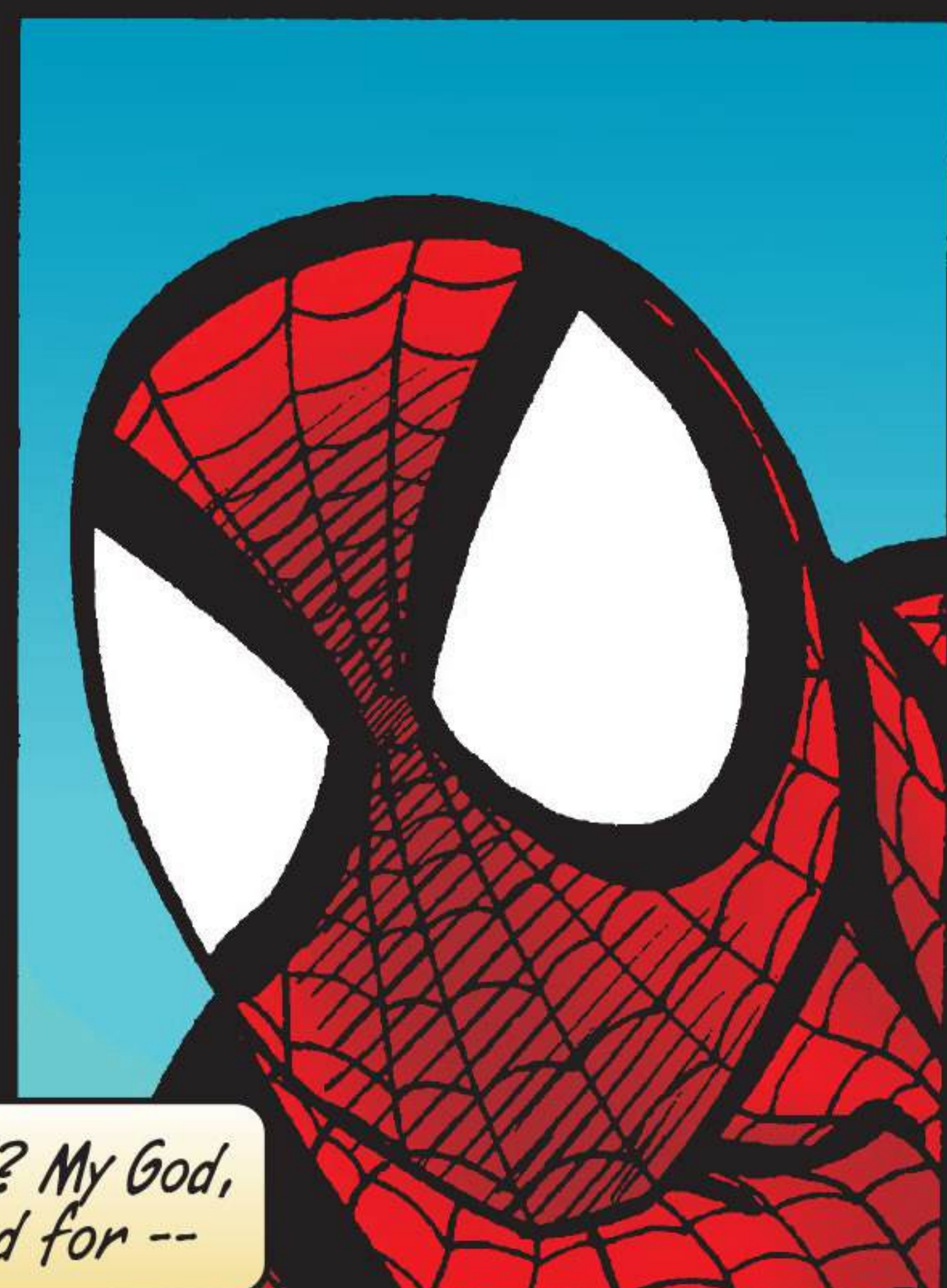
KLUW

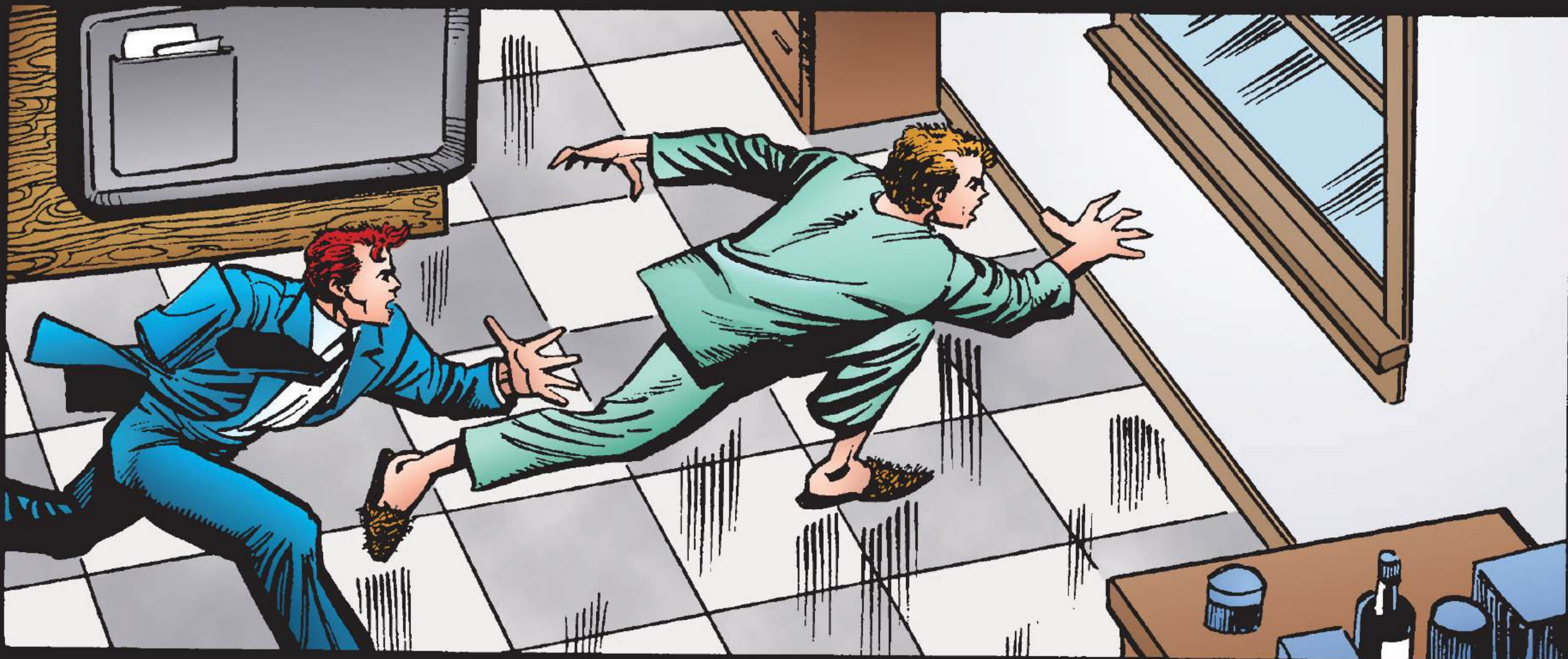


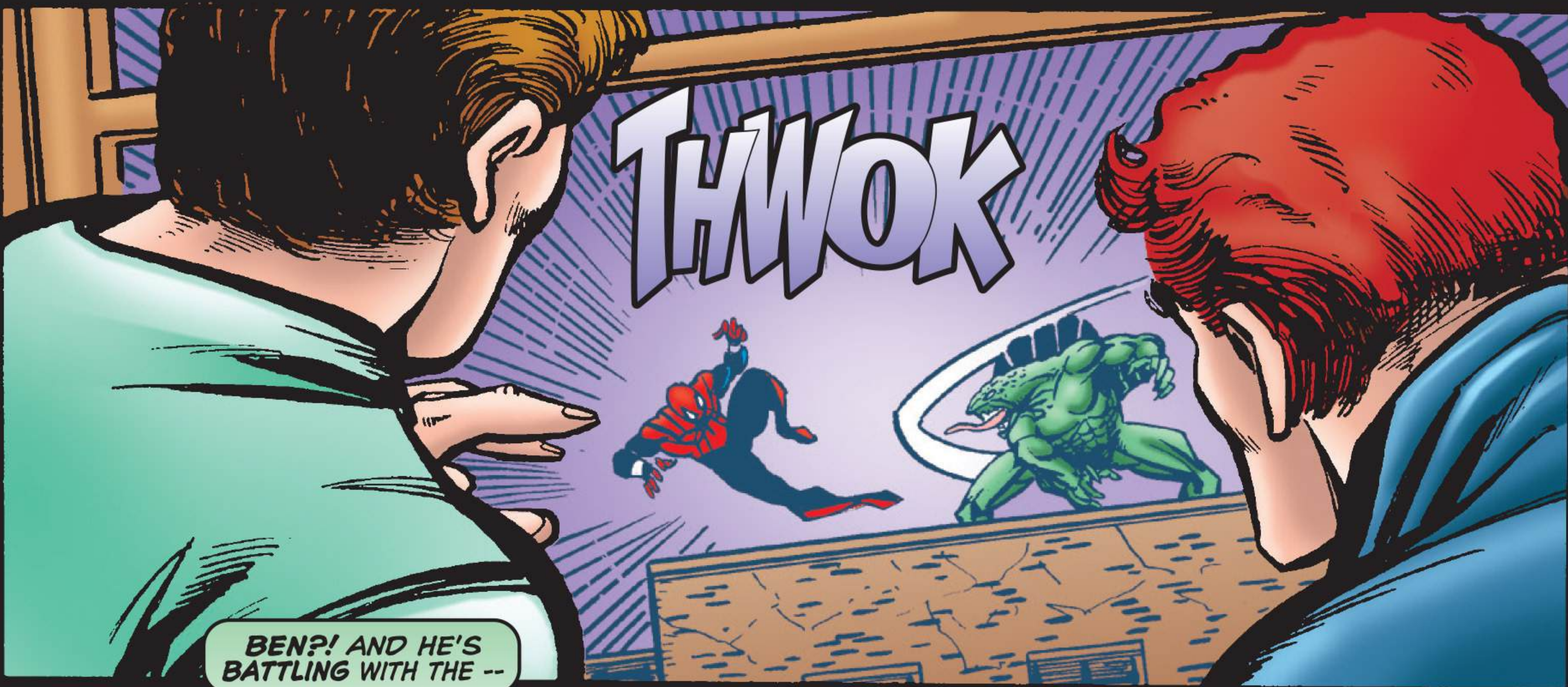
WAIT! COME BACK! I'M NOT DONE LETTING YOU THROW ME THROUGH CONCRETE WALLS YET!



-- PETER!? My God, he's headed for --







BEN?! AND HE'S
BATTLING WITH THE --

HEY! WAITAMINNIIT!

IF DOC IS HERE WITH
ME, THEN WHO'S...

IT'S
FOUND
ME.



IT'S
FOUND ME!
I HAVE TO GET
OUT OF HERE!
I HAVE TO
GO!

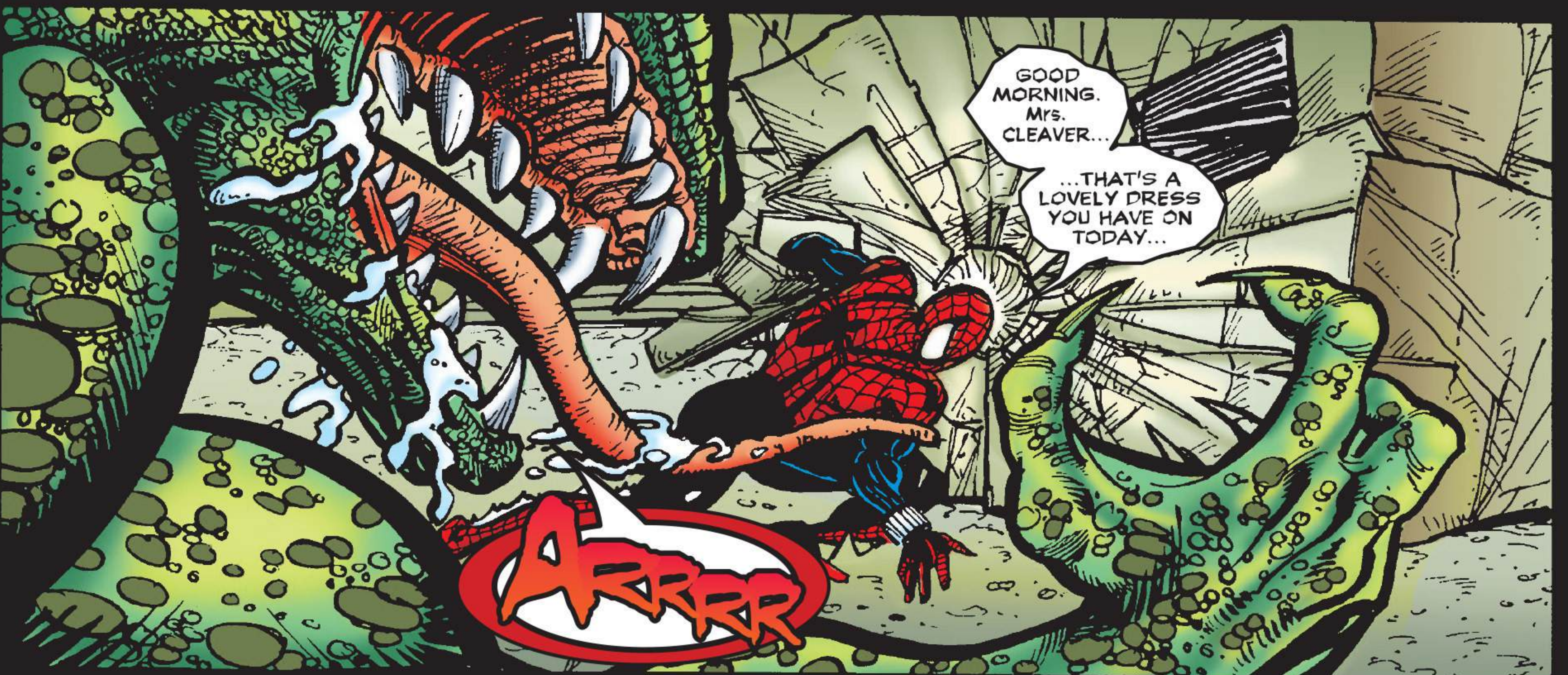
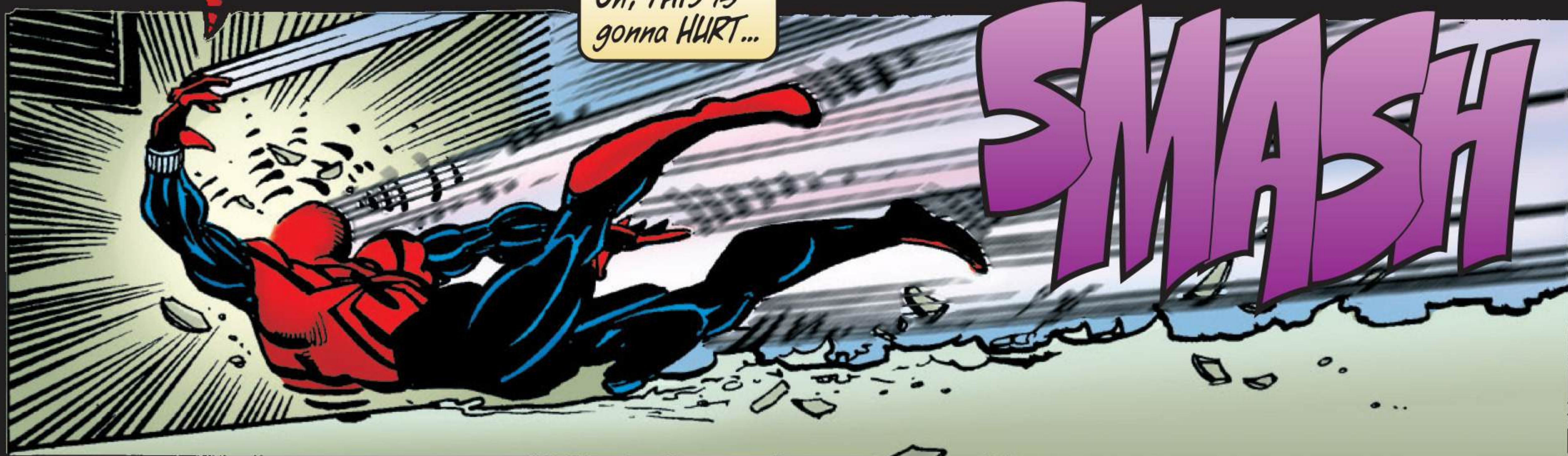
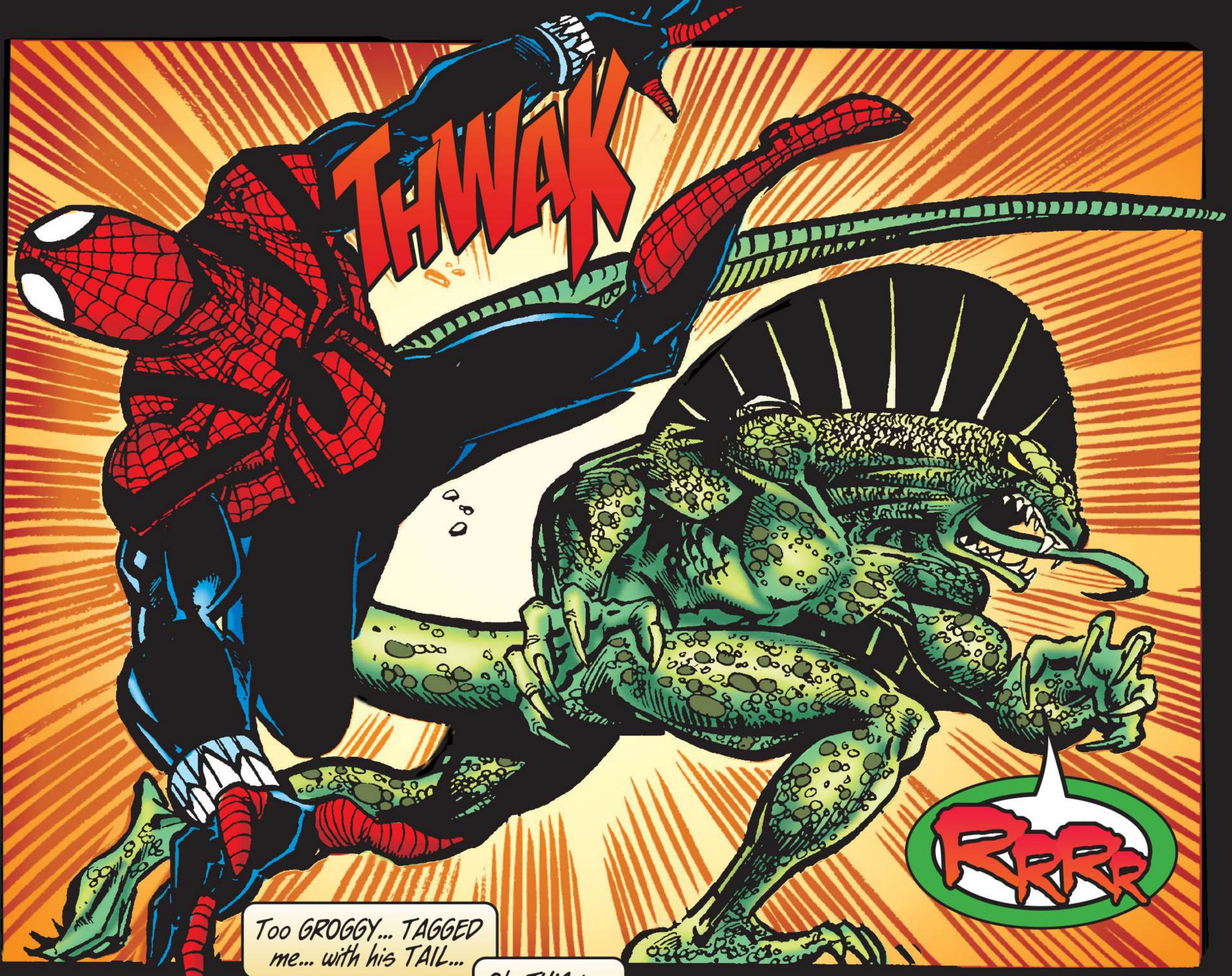
WAIT,
DOC! WHAT'S
GOING
ON?!

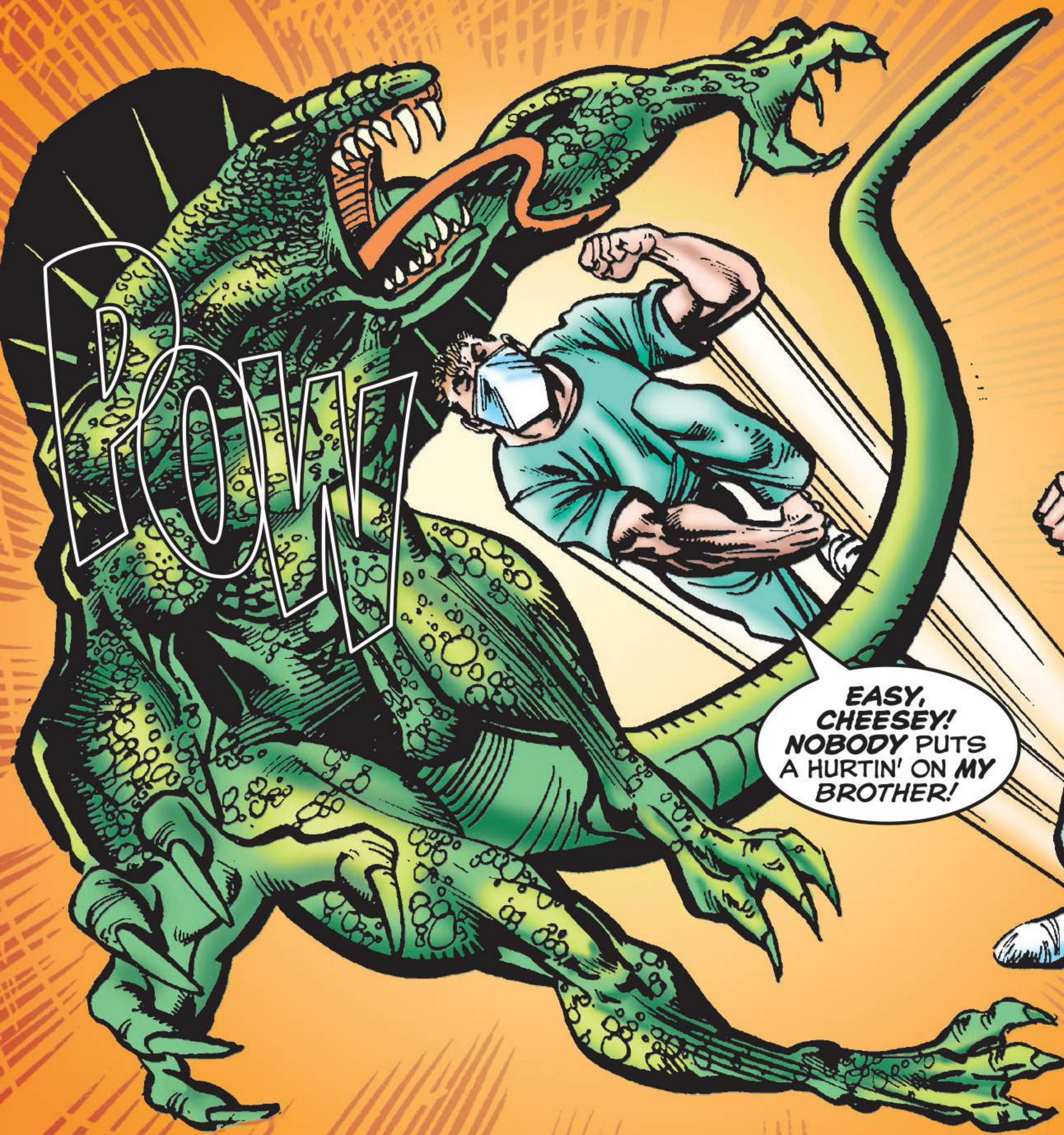
WHO'S --



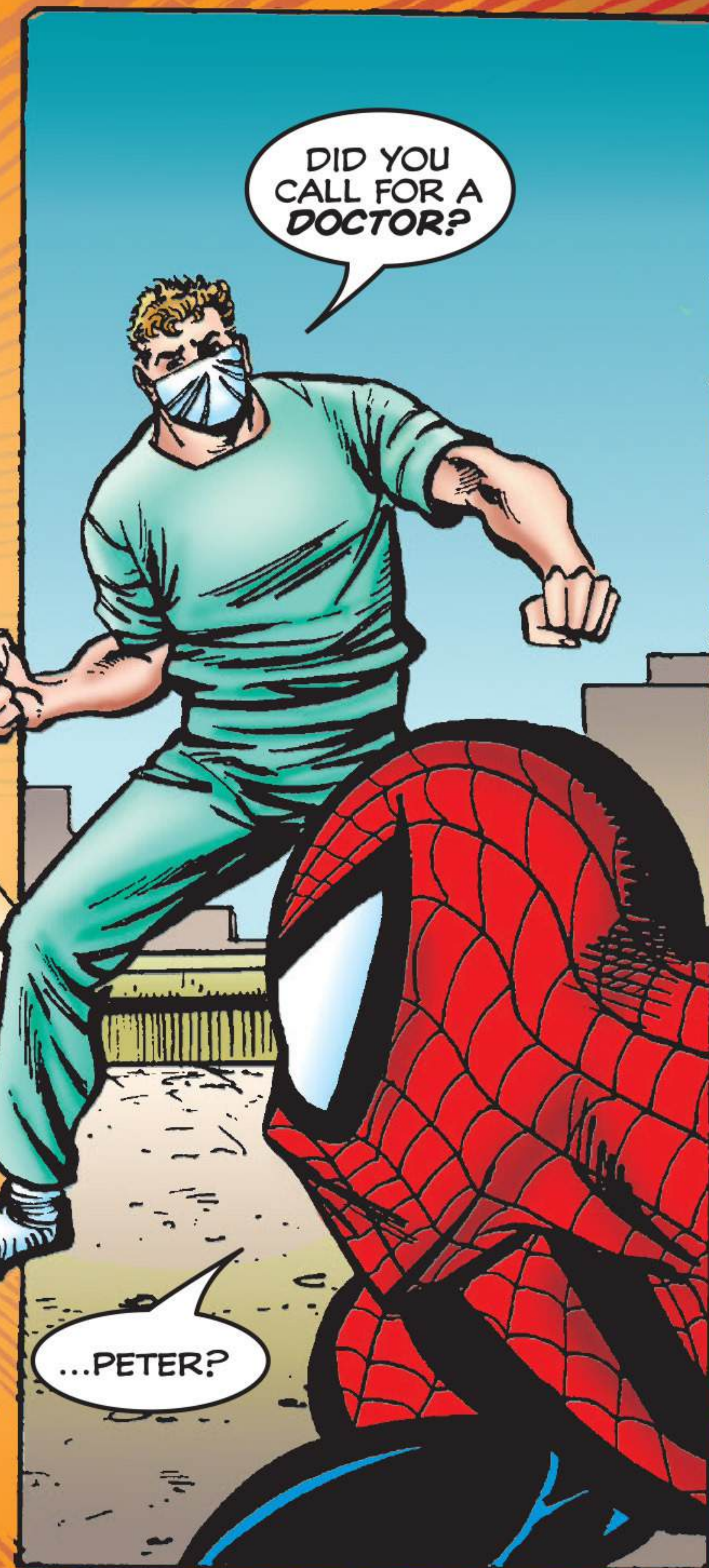
ACTUALLY, MAYBE
IT'S BETTER THAT
HE DID TAKE OFF...

...IT'LL GIVE ME A CHANCE
TO SEE IF I'M AS HEALTHY
AS I THINK I AM...



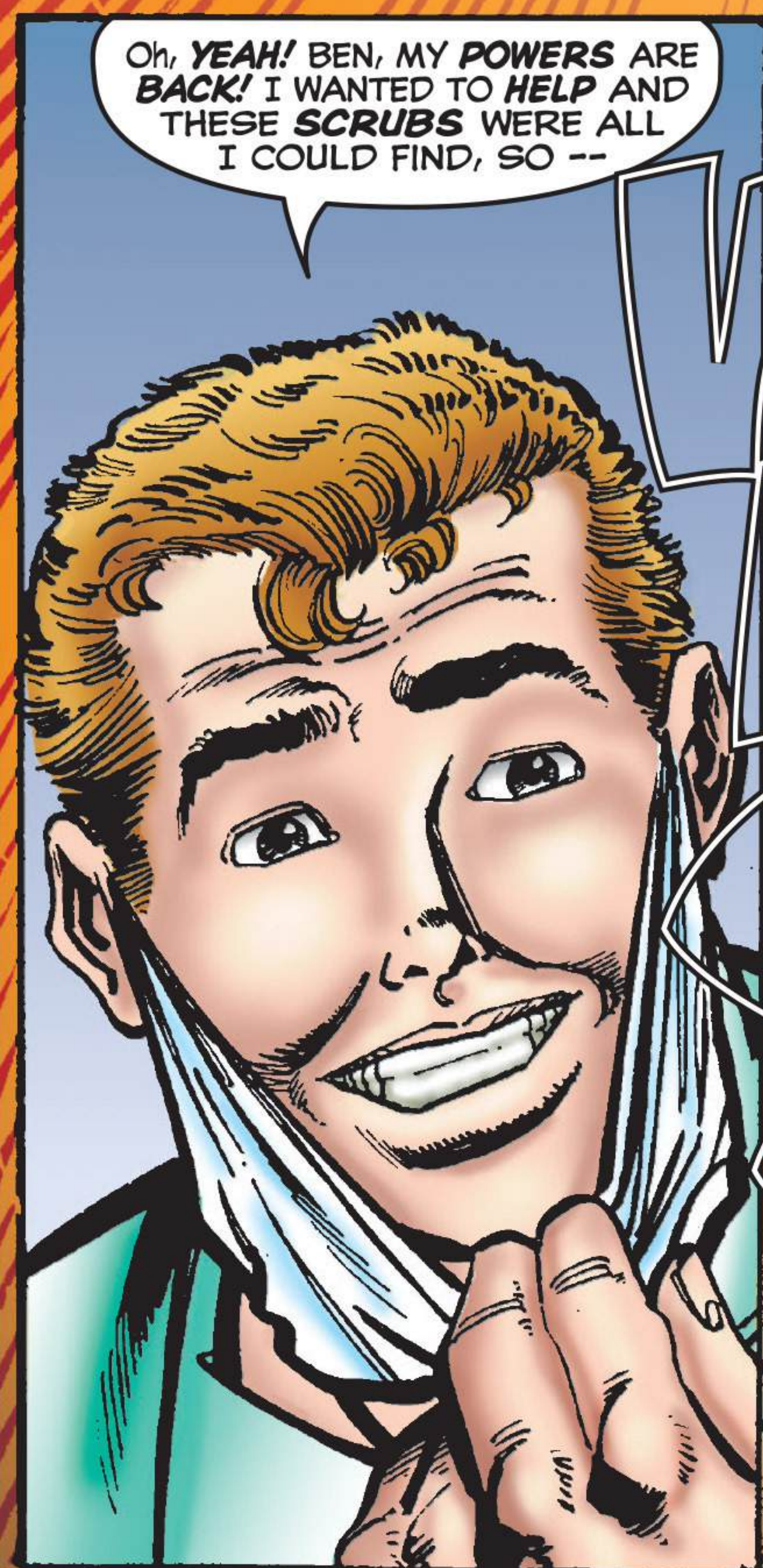


EASY, CHEESEY!
NOBODY PUTS
A HURTIN' ON MY
BROTHER!



DID YOU
CALL FOR A
DOCTOR?

...PETER?



Oh, YEAH! BEN, MY **POWERS** ARE
BACK! I WANTED TO **HELP** AND
THESE **SCRUBS** WERE ALL
I COULD FIND, SO --



**MOVE
IT!**

YOUR
POWERS MAY
BE BACK, BUT YOUR
SPIDER-SENSE
NEEDS A
TUNE-UP!

WHOA! BEN'S SHOVE NOT ONLY SAVED ME FROM THAT LIZARD-WANNABE --

-- IT PUT ME OVER ON THE NEXT BUILDING --



-- WHICH WOULD ORDINARILY BE OKAY --

-- BUT I'VE SUDDENLY GOT THIS SINKING FEELING --

-- THAT MY SPIDER-SENSE ISN'T THE ONLY THING ON THE BLINK!

BENNN!

RRRR

PETE?!



Oh, MAN --
what was I
THINKING!

THWAP



His powers AREN'T
back -- at least not
FULLY --

-- for all intents
and purposes, I
just THREW Peter
to his DEATH!

Gotcha.

THWAP



GREAT!
WHILE YOU
WERE CATCHING
ME, THAT LIZARD-
THING GOT
AWAY!



DON'T WORRY ABOUT
IT -- I CAN CATCH
UP TO CONNORS
LATER.

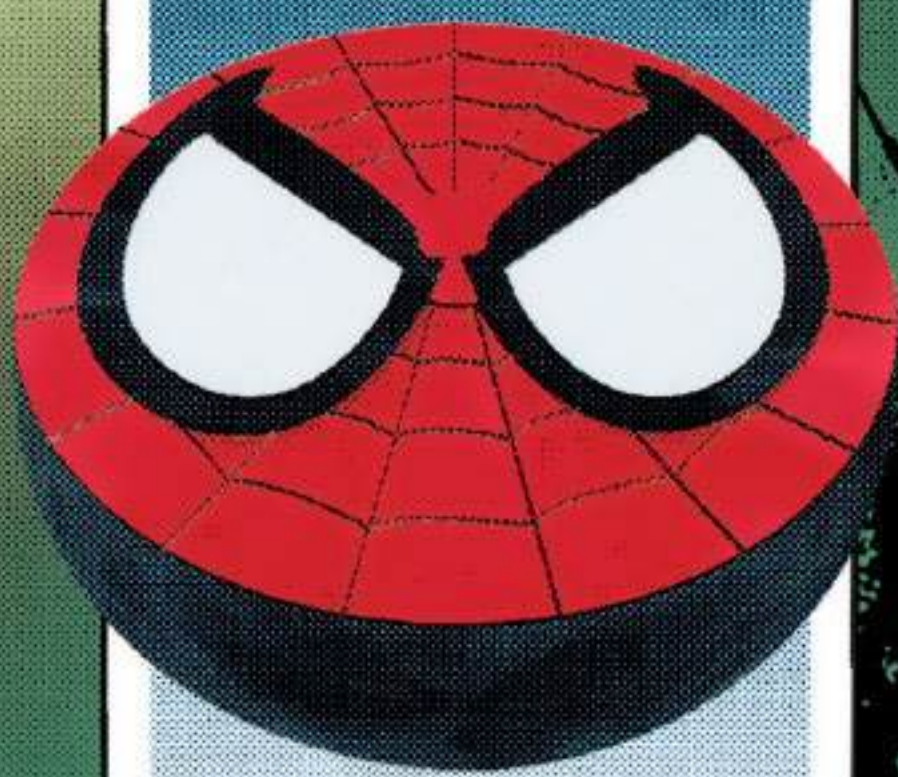


HEY, I'VE GOT
NEWS FOR YOU --
THAT'S NOT DOC
CONNORS!

TO BE
CONTINUED

MARVEL[®]
COMICS

CAGE and IRON FIST
TOGETHER AGAIN!



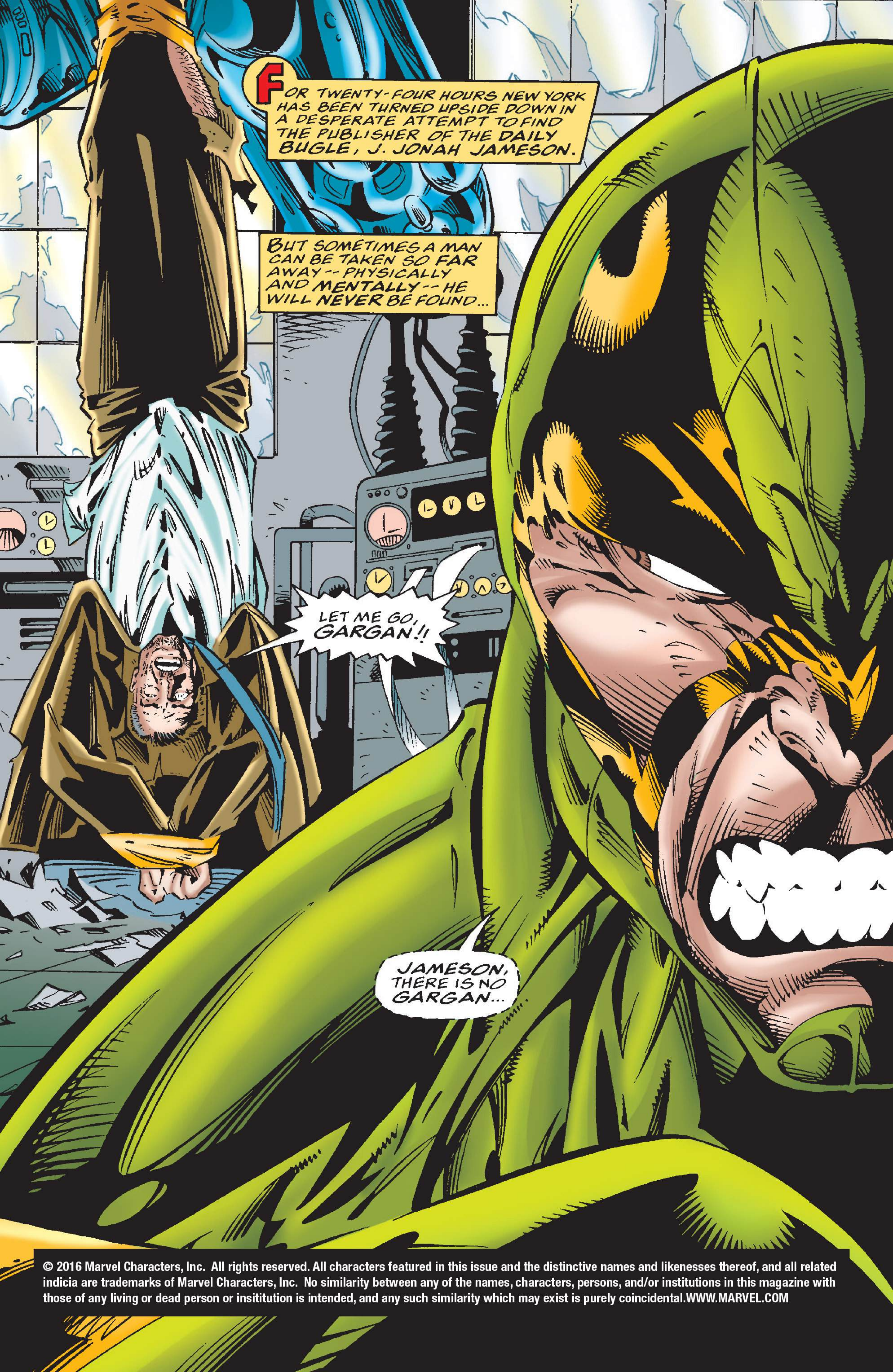
SPIDER-MAN[®]

AUG '96 13

SPIDER-MAN UNIT UNIT

AND THEY'RE ALL ON THE
SCORPION'S LIST!





FOR TWENTY-FOUR HOURS NEW YORK HAS BEEN TURNED UPSIDE DOWN IN A DESPERATE ATTEMPT TO FIND THE PUBLISHER OF THE DAILY BUGLE, J. JONAH JAMESON.

BUT SOMETIMES A MAN CAN BE TAKEN SO FAR AWAY -- PHYSICALLY AND MENTALLY -- HE WILL NEVER BE FOUND...

LET ME GO, GARGAN!!

JAMESON, THERE IS NO GARGAN...



...THERE IS ONLY--
THE SCORPION!

THE STING OF CONSCIENCE!

JAMES FELDER
WRITER
EMERLIN, MILGROM, MONTANO
INKS
CHRISTIE SCHEELE
COLORS
BOB HARRAS
EI JEFE
JACK MORELLI
LETTERS
RALPH MACCHIO
EDITOR

TODAY, THE CITY'S LOUDEST, BUSIEST, MOST CHAOTIC NEWSPAPER OFFICE JUST GOT A LITTLE...

...CRAZIER.

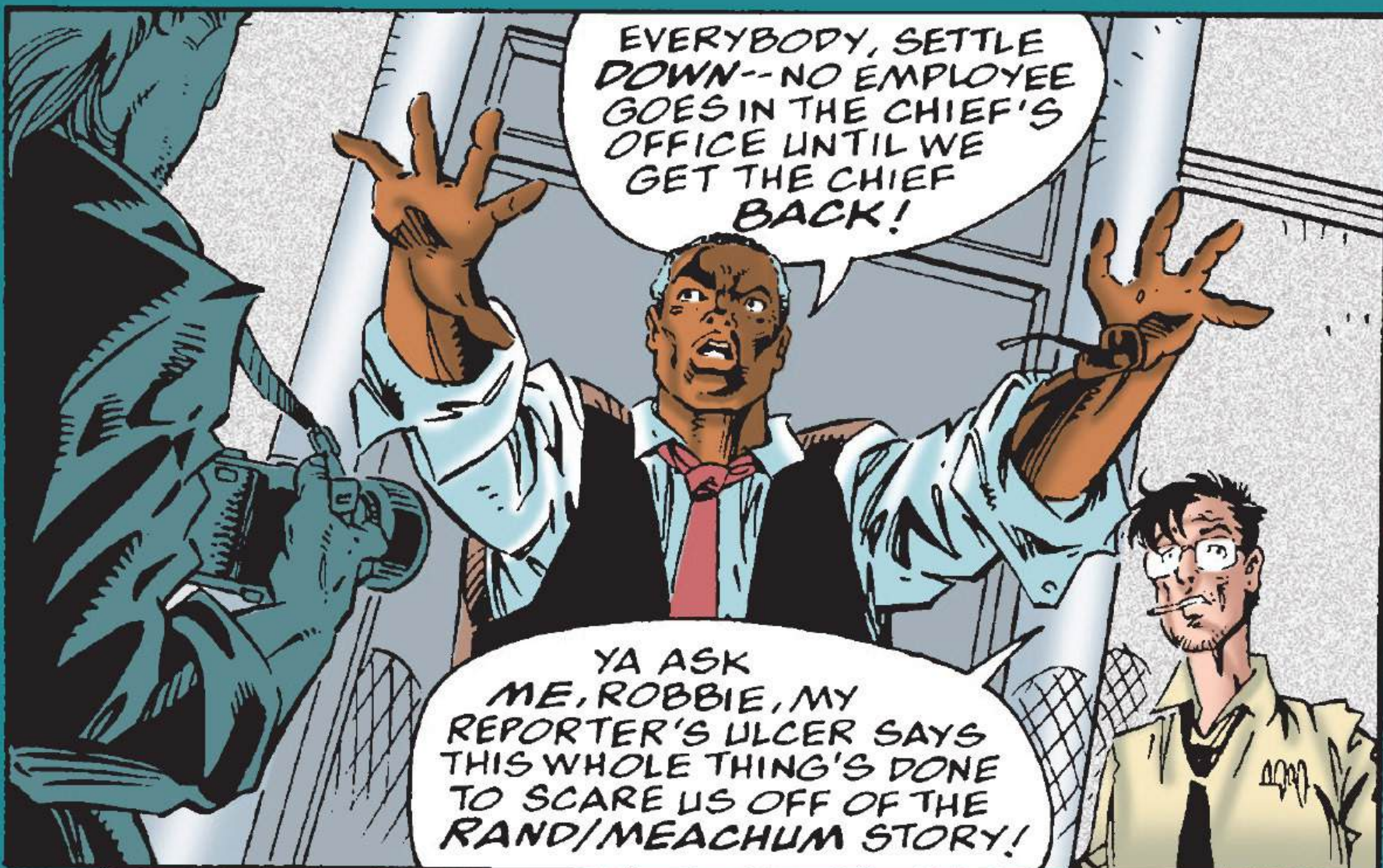
WELCOME TO THE DAILY BUGLE--ROBBIE ROBERTSON, ACTING PUBLISHER AND WARDEN.

...SAYS MR. HYDE AND THE COBRA ARE HOLDING JAMESON SECRETLY AT THE RAVENCROFT INSTITUTE--

--AND I GOT THREE REPORTS SPIDEY'S TAKEN HIM TO THE SAVAGE LAND! GET A NAME AND NUMBER, OR HANG UP ON THE KOOK, MARGE!

MAKE WAY, ROBBIE--I GOT PRESSMEN HOLDING THE FRONT PAGE FOR PHOTOS OF THE CRIME SCENE!

STOP!

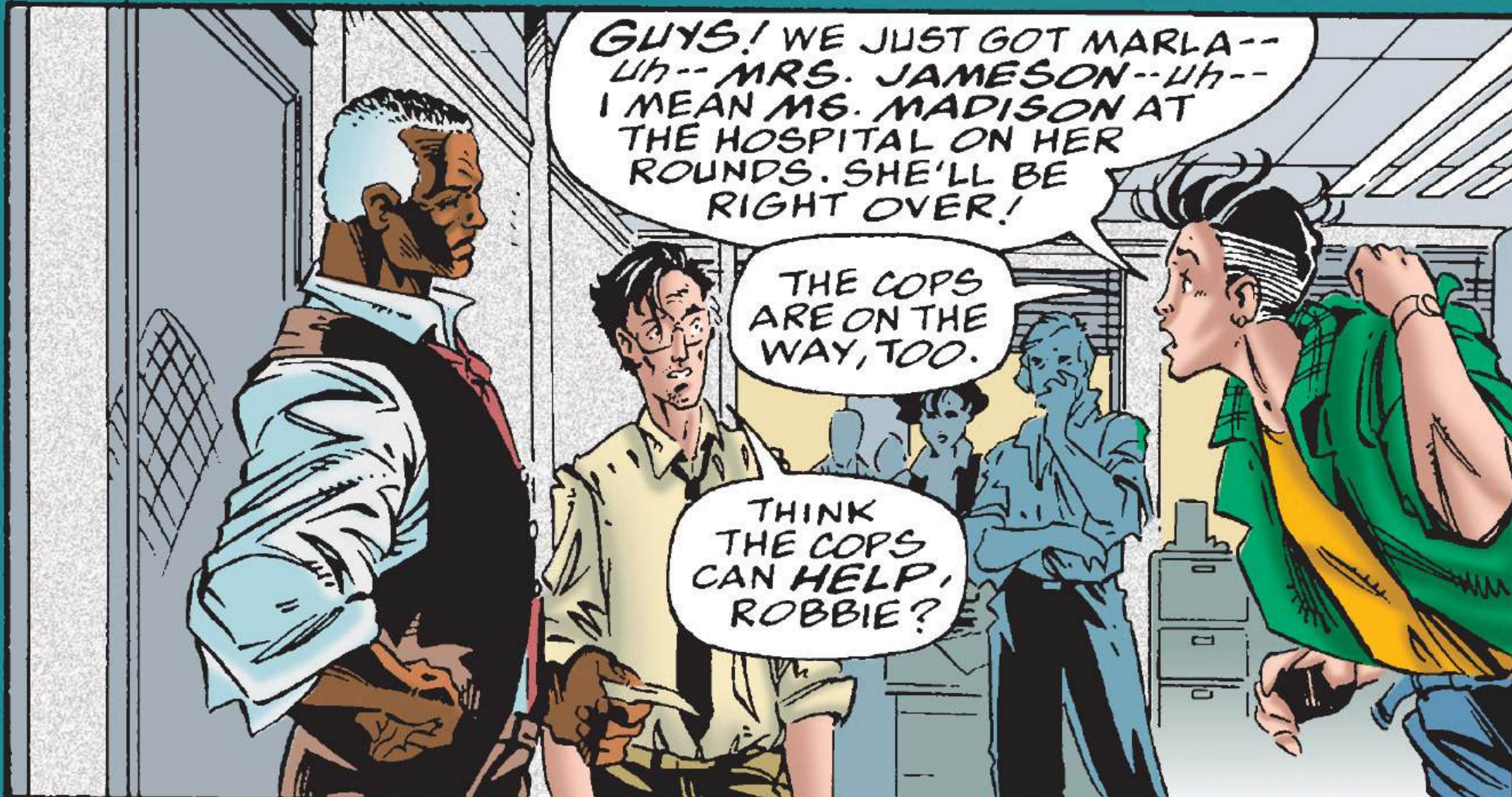


EVERYBODY, SETTLE DOWN--NO EMPLOYEE GOES IN THE CHIEF'S OFFICE UNTIL WE GET THE CHIEF BACK!

YA ASK ME, ROBBIE, MY REPORTER'S ULCER SAYS THIS WHOLE THING'S DONE TO SCARE US OFF OF THE RAND/MEACHUM STORY!



DOESN'T ADD UP, BEN. NO NOTE, NO CALL OR ANYTHING. NO ONE TAKING CREDIT OR MAKING THREATS...



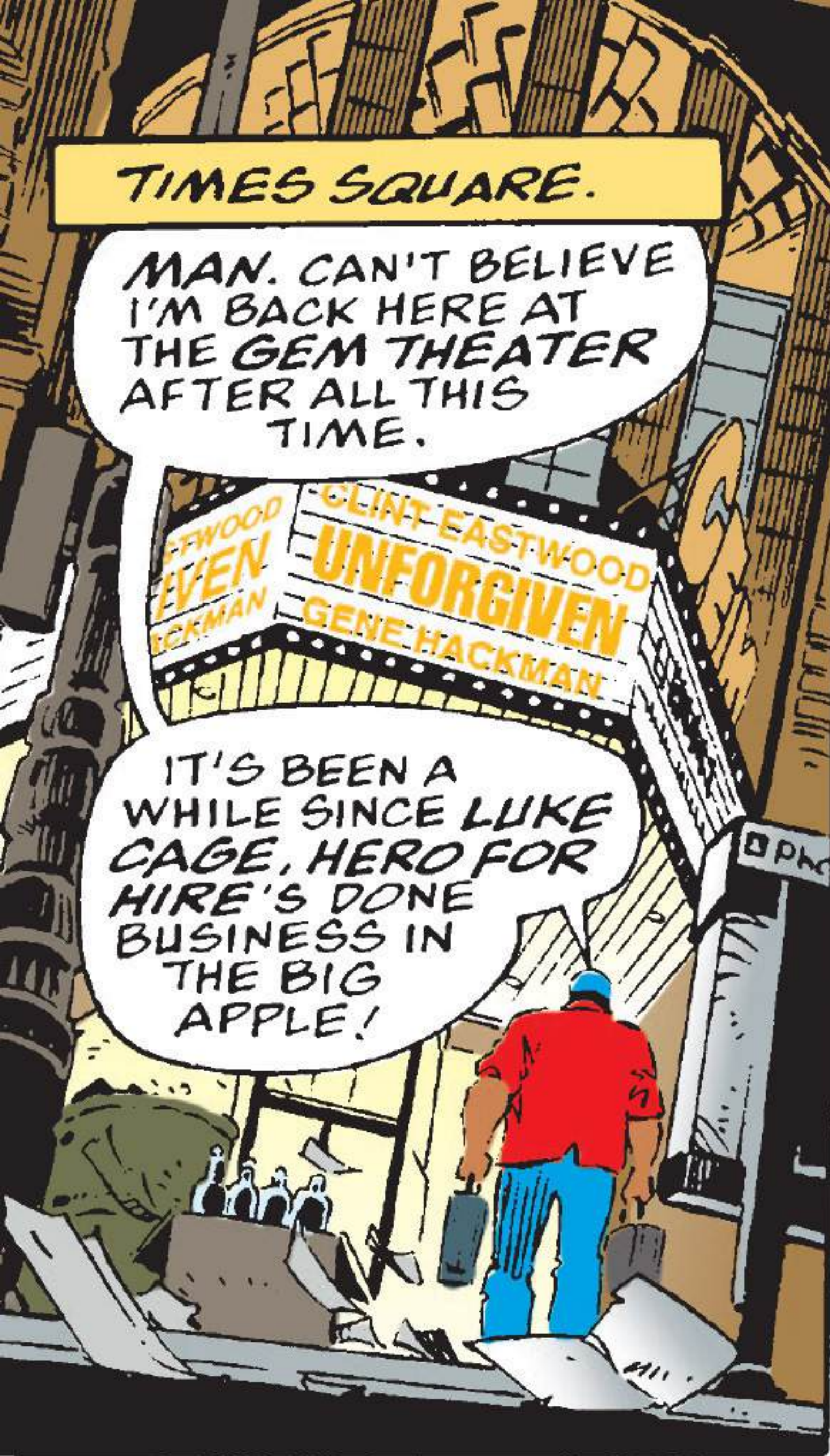
GUYS! WE JUST GOT MARLA--uh--MRS. JAMESON--uh--I MEAN MS. MADISON AT THE HOSPITAL ON HER ROUNDS. SHE'LL BE RIGHT OVER!

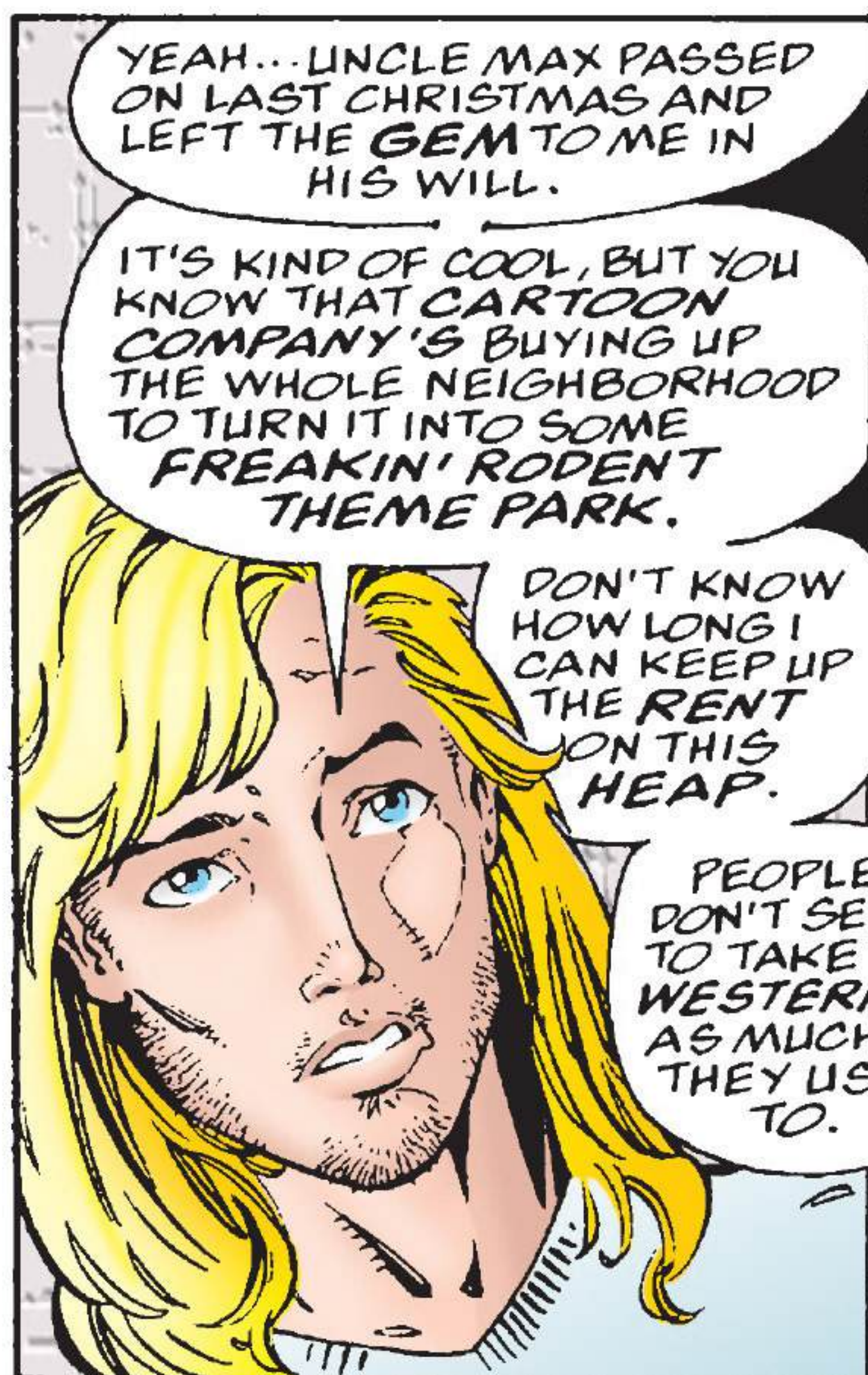
THE COPS ARE ON THE WAY, TOO.

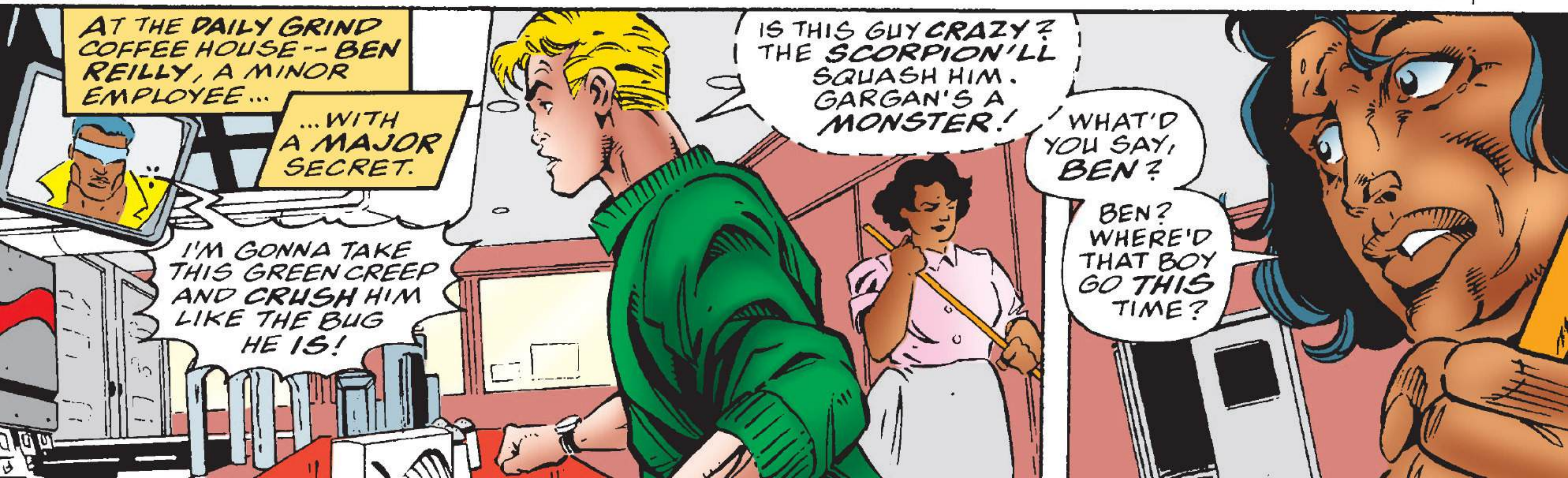
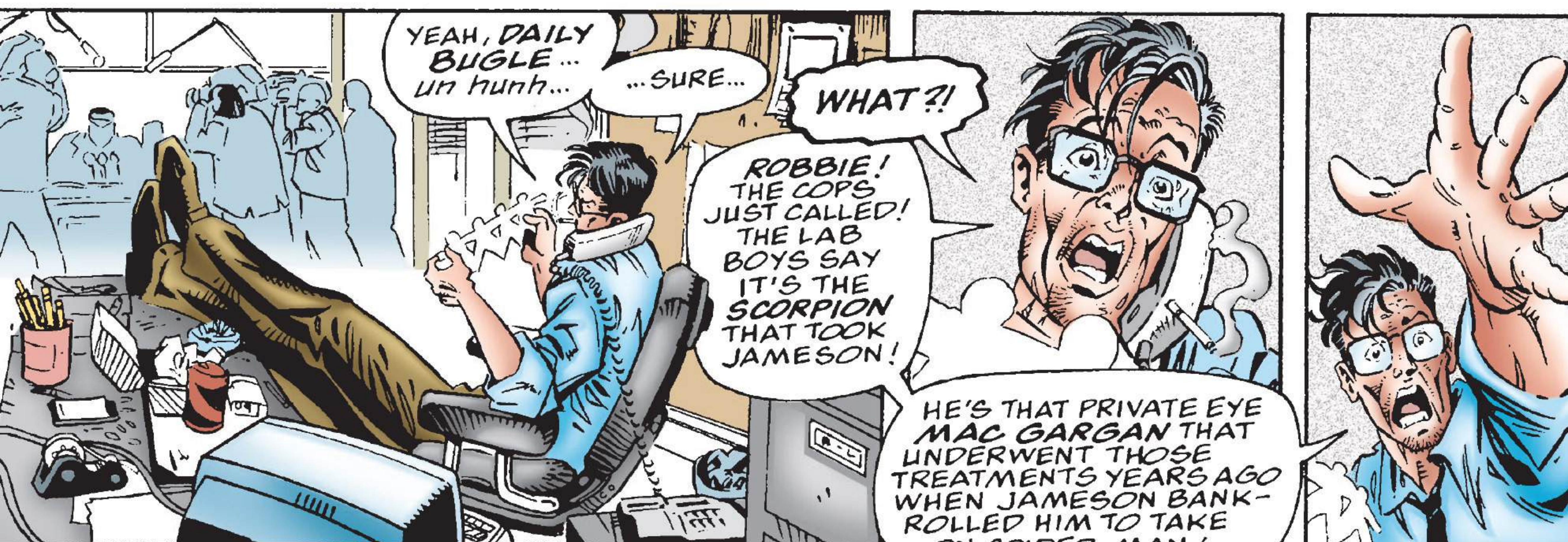
THINK THE COPS CAN HELP, ROBBIE?



IF NOT THE COPS, BEN, WHO CAN WE TURN TO?







AS MUCH AS JOLLY J.J. HATES ME-- I GOTTA DO SOMETHING-- I HAVE TO STOP THE SCORPION!

AND IF I DON'T GET TO SCORPY FIRST, CAGE WILL GET HIS BUTT KICKED!

THERE MIGHT BE SOME CLUES IN J.J.'S OFFICE. THAT'S WHERE HE WAS KID-NAPPED.

YOU MIGHT HATE SPIDER-MAN, JONAH-- BUT I GOT A FEELING THIS WACKY WALL-CRAWLER IS YOUR ONLY--

...HOPE.

HOO BOY!

IT LOOKS LIKE A FREIGHT TRAIN WENT THROUGH HERE!

WORSE THAN THAT-- A HOMICIDAL MONSTER... AND IT'S GOT MY HUSBAND!

"HUSBAND?" NOW, IT NEVER OCCURRED TO ME J.J. MIGHT TIE THE KNOT DURING MY 'LEAVE OF ABSENCE'!

I KNEW YOU'D BE HERE. I'LL BE STRAIGHT WITH YOU.

I DON'T LIKE YOU-- I DON'T LIKE YOUR METHODS-- BUT I NEED YOU TO SAVE MY HUSBAND.

WELL, WITH AN INVITE LIKE THAT ...LET ME SEE IF I CAN GET MY GOOD TUX OUT OF HOCK...

HOW DO YOU KNOW I WASN'T THE ONE WHO TOOK YOUR CHARMING HUBBY?

BECAUSE OF THIS.

THIS WAS ON MY PILLOW. I HAVE NO INTENTION OF SHOWING IT TO THE POLICE OR THE BUGLE EMPLOYEES.

MY HUSBAND WOULDN'T WANT HIS PAPER INTIMIDATED FROM TELLING THE NEWS-- NO MATTER WHAT.

Hmm... YOU'VE GOT MORE GUTS THAN A CERTAIN MUSTACHIOED MEMBER OF YOUR HOUSEHOLD.

IT SAYS TO LAY OFF THE RAND / MEACHUM STORY. THAT GIVES ME A START ON WHERE TO TRACK DOWN THE SCORPION.

WHAT WILL YOU DO WHEN YOU FIND HIM? KILL HIM?

HEY, LADY. THAT AIN'T MY SCHTICK!

THEN WHAT IS?

BELIEVE IT OR NOT-- IT'S PROTECTING THOSE WHO DON'T HAVE THE POWER.

LIKE YOU.

JONAH NEEDS YOUR PROTECTION, NOT ME--

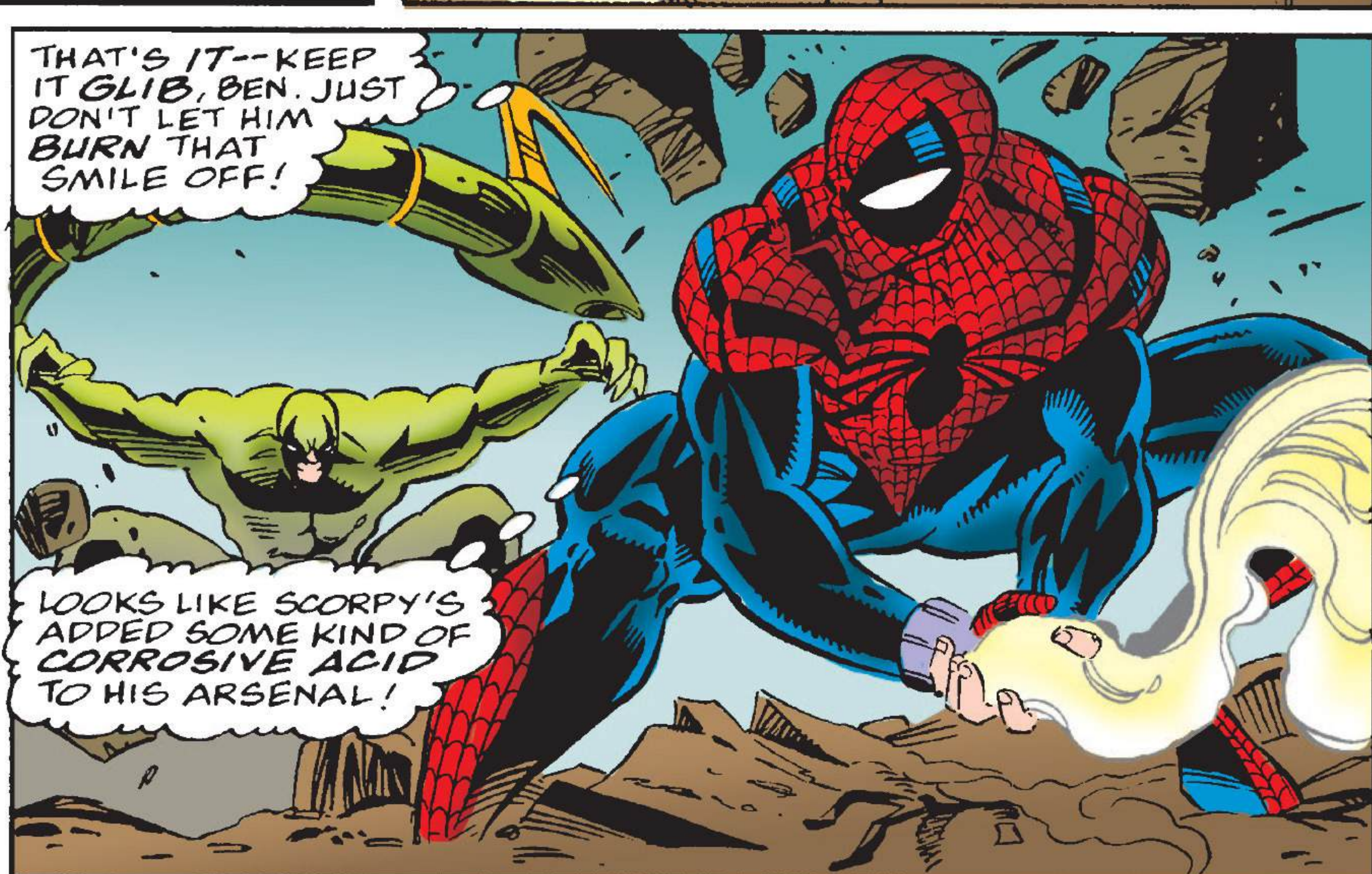
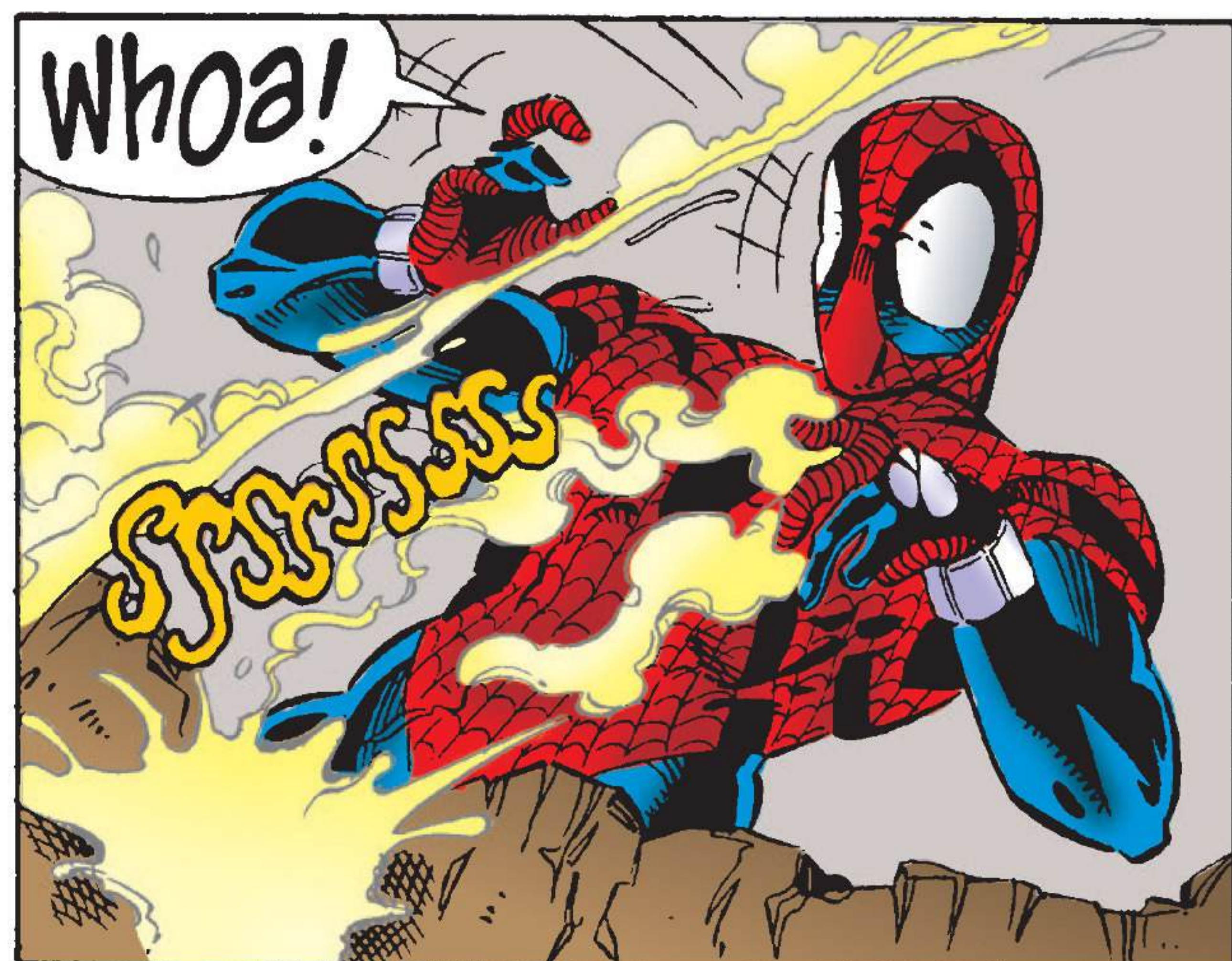
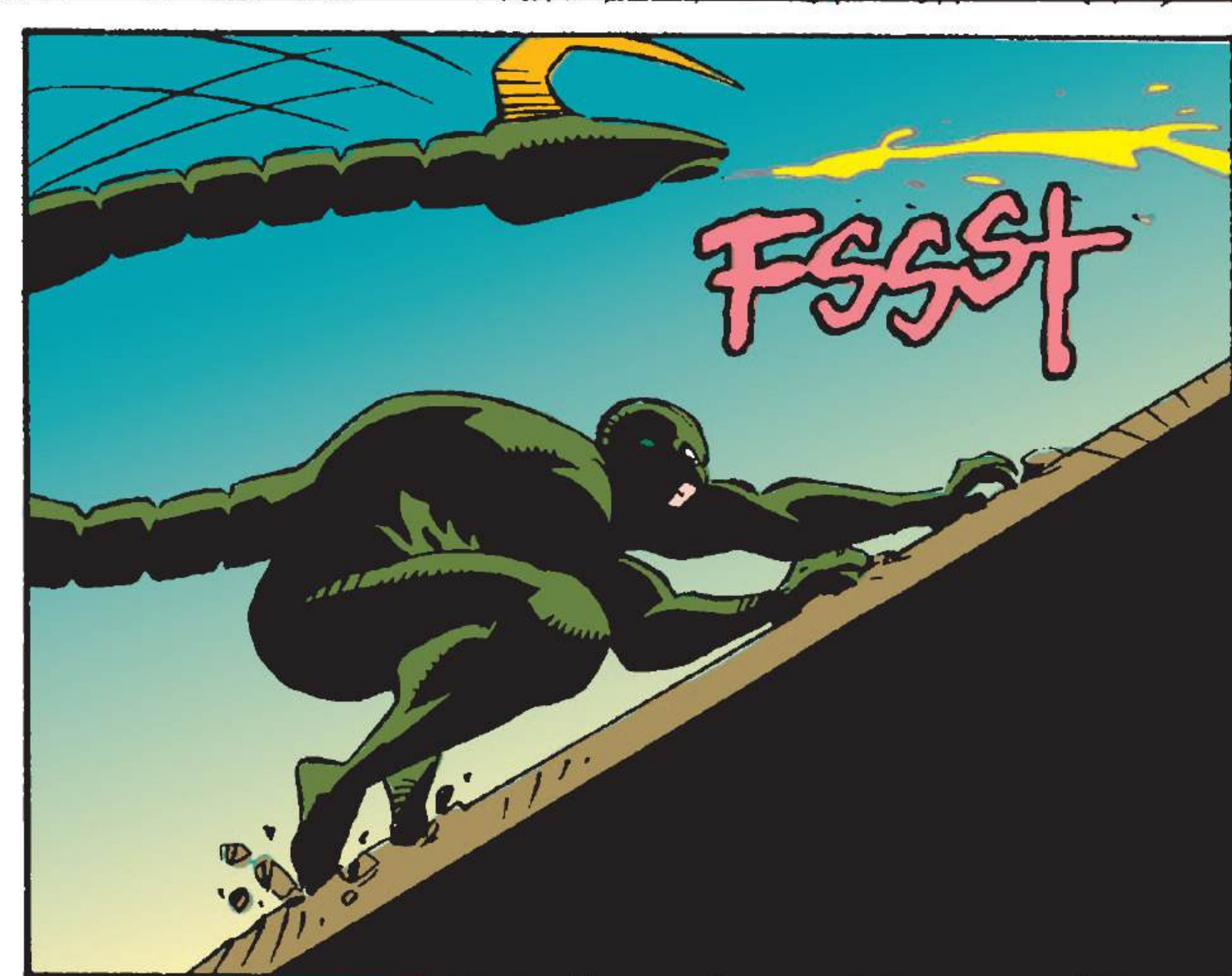
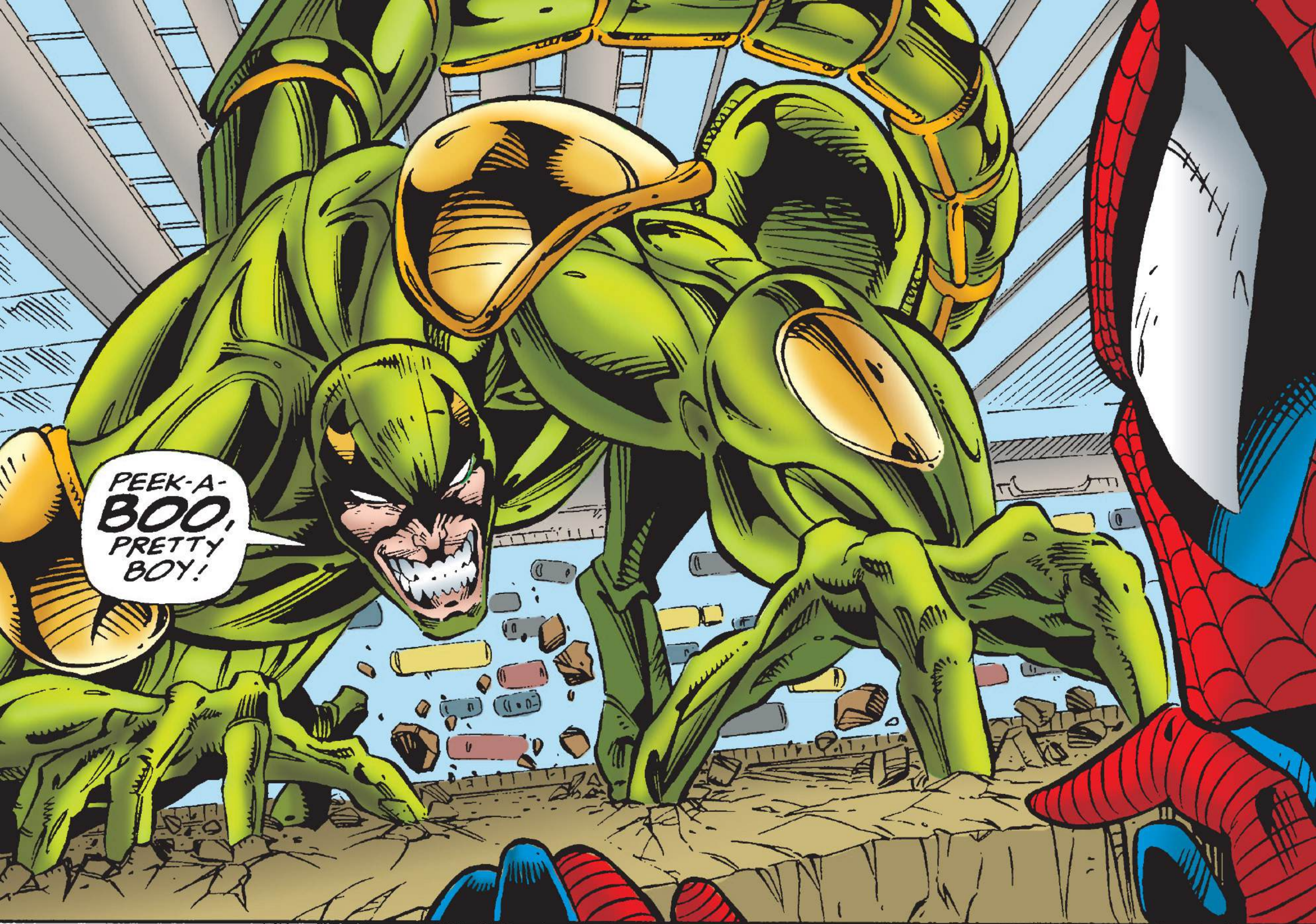
SPIDEY-SENSE GOING OFF-- MEANS DANGER NEARBY...

Hoho! DON'T COUNT THOSE UN-HATCHED EGGS...

IT'S COMING FROM OUTSIDE THE BUILDING.

I GOT A BAD FEELING ABOUT

THIS!



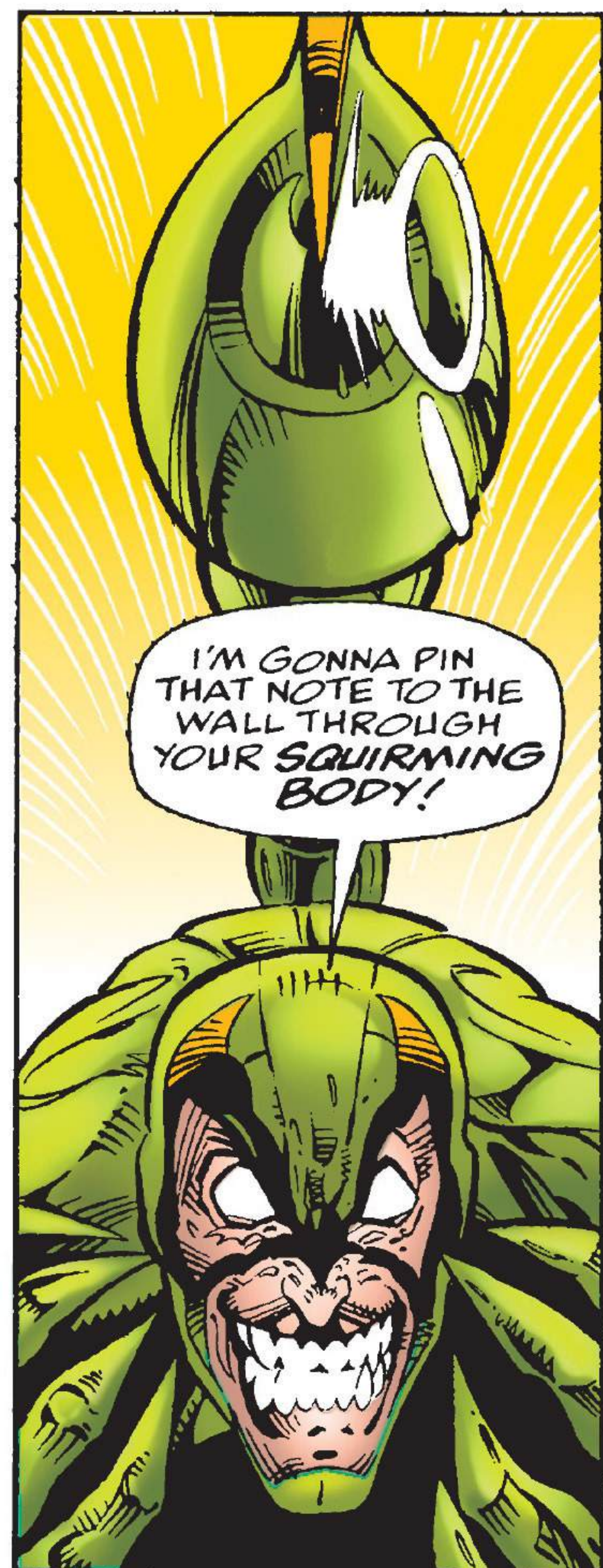


KKE RASH

YOU SHOULD HAVE SHOWN THAT NOTE TO THE PRESS, MADISON.

IT'S NOW BECOME A MATTER OF LIFE AND DEATH!

YOUR DEATH!



I'M GONNA PIN THAT NOTE TO THE WALL THROUGH YOUR **SQUIRMING BODY!**

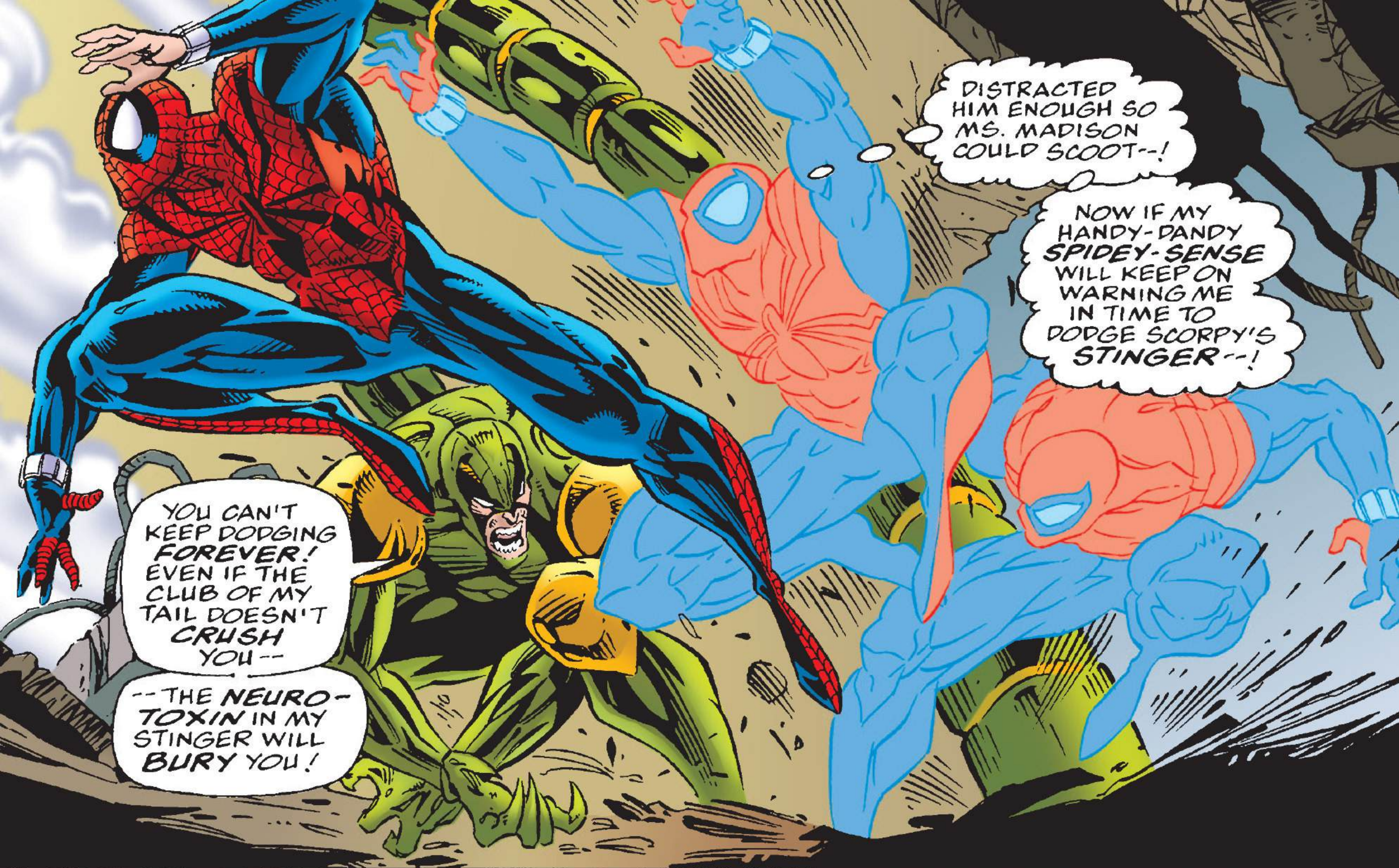


HOLD ON A SEC, **HAPPY CAMPER!** YOU'LL HURT THE RESALE VALUE OF THIS OFFICE IF YOU DAMAGE THE PLASTER-WORK!

I'M **SICK** OF YOUR WISE-CRACKING, **WEB-STAIN!**



HAVE TO GET **HELP** OR THE **SCORPION**'LL KILL BOTH OF US!





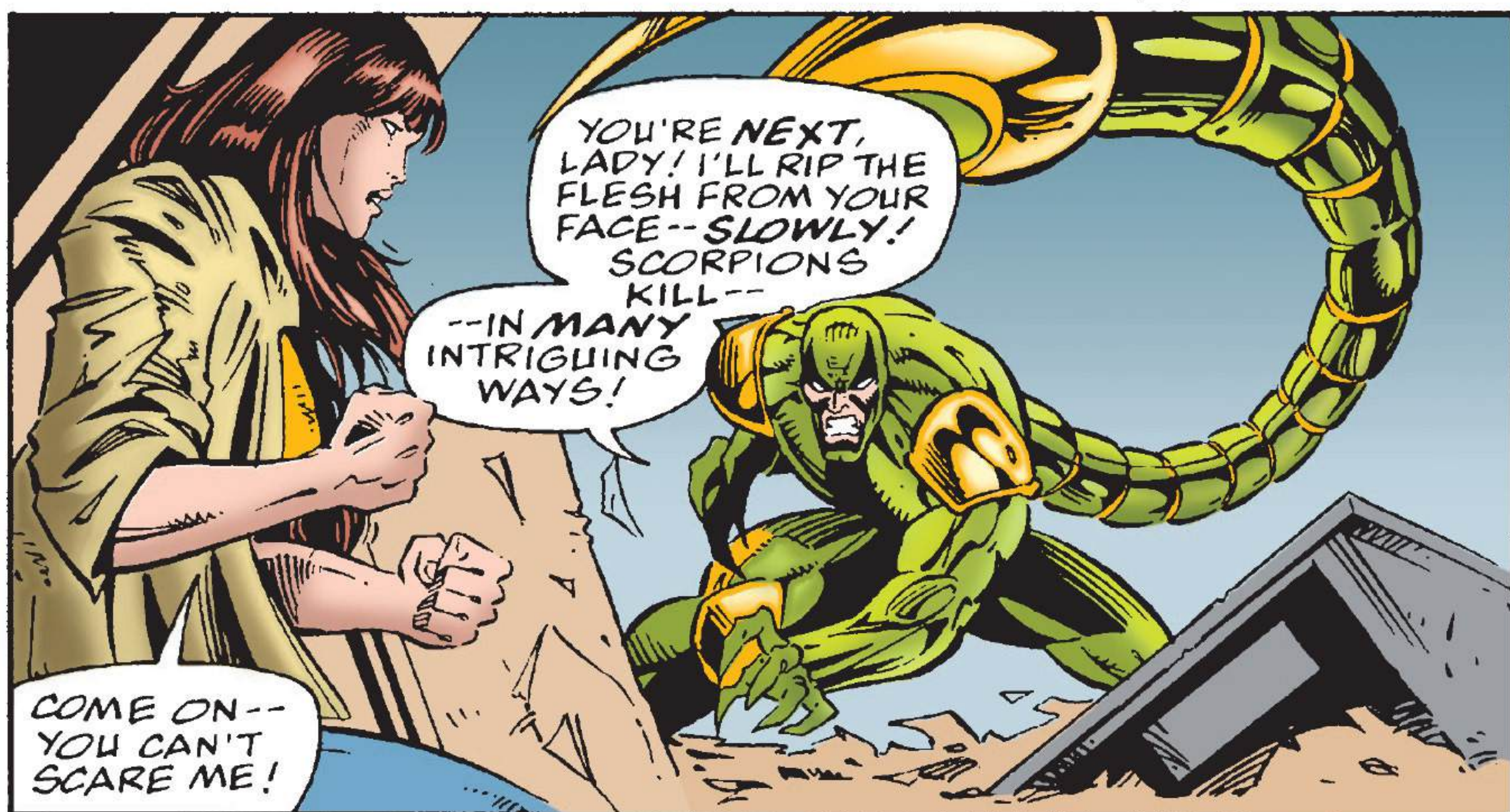
YOU
LITTLE
PEST--



MY CHEST IS
ON FIRE --
FEELS LIKE A
KNIFE IN MY
HEART!



--I DON'T HAVE
TO SEE YOU TO
OBLITERATE
YOU!!



YOU'RE NEXT,
LADY! I'LL RIP THE
FLESH FROM YOUR
FACE-- SLOWLY!
SCORPIONS
KILL--

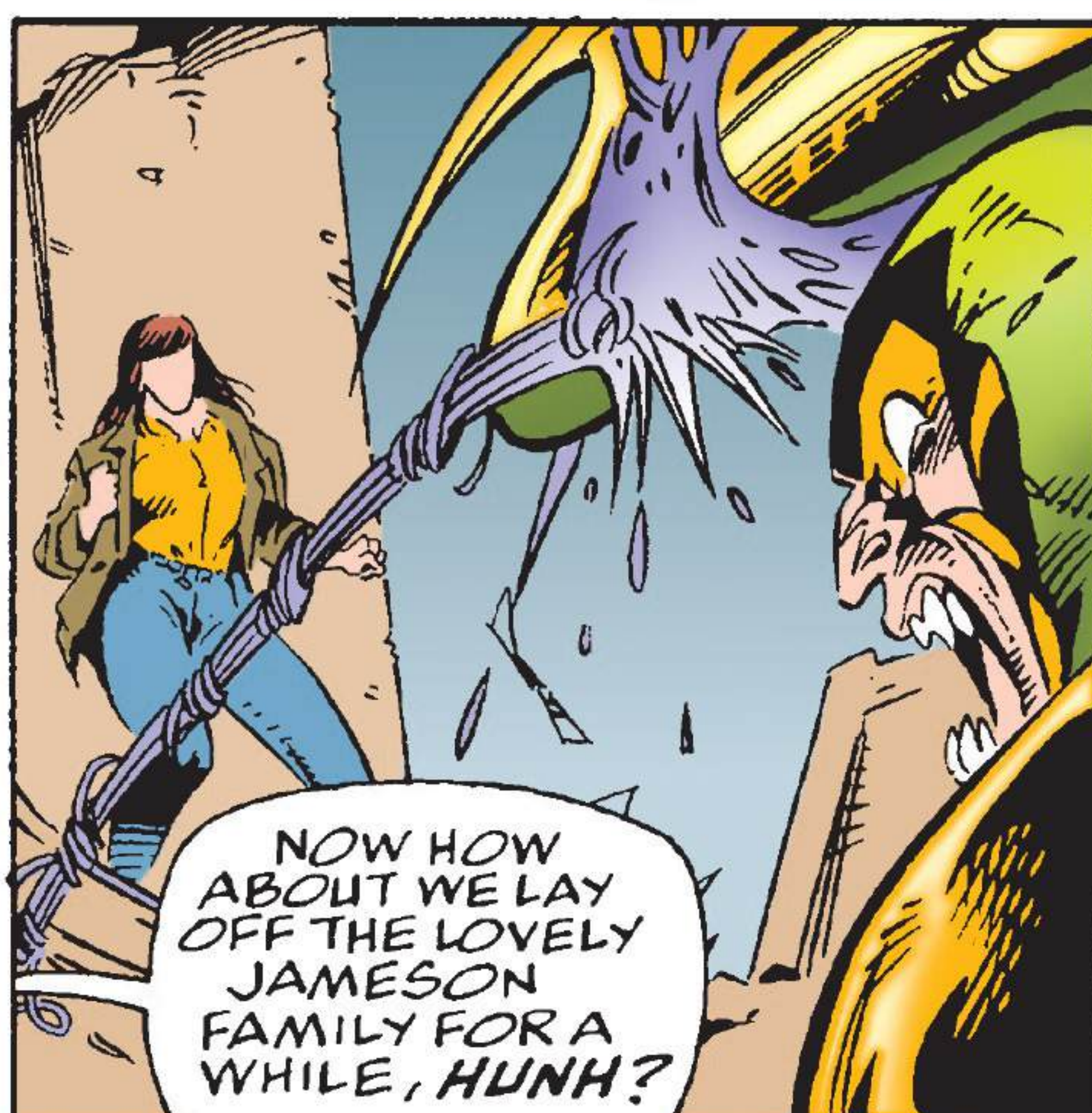
--IN MANY
INTRIGUING
WAYS!

COME ON--
YOU CAN'T
SCARE ME!

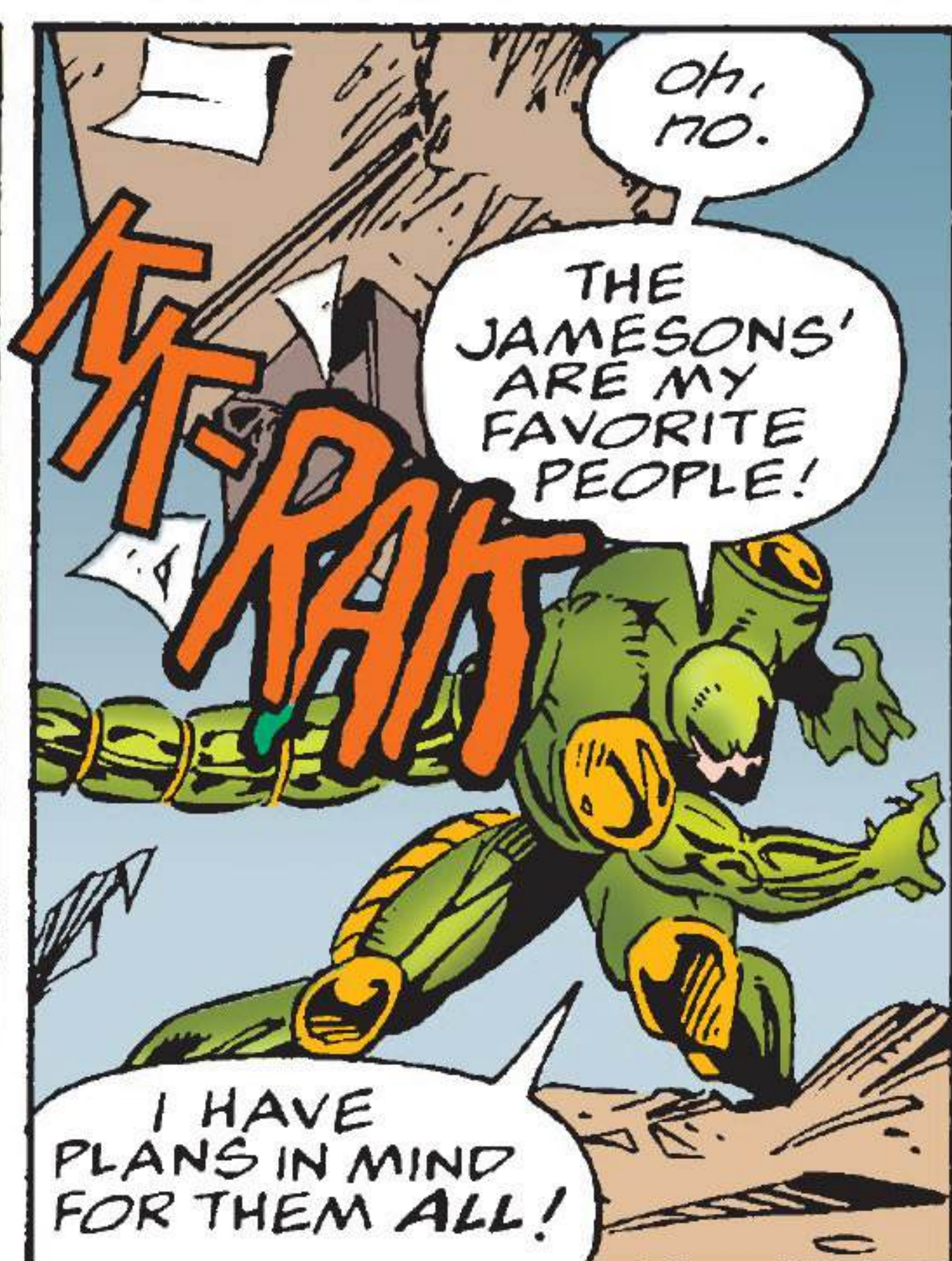


I GUESS BEING
J. JONAH'S WIFE
...ungh... MAKES
YOU HARD TO
FRIGHTEN!

KIND OF GIVES
NEW MEANING TO...
"LOVE IS BLIND!"



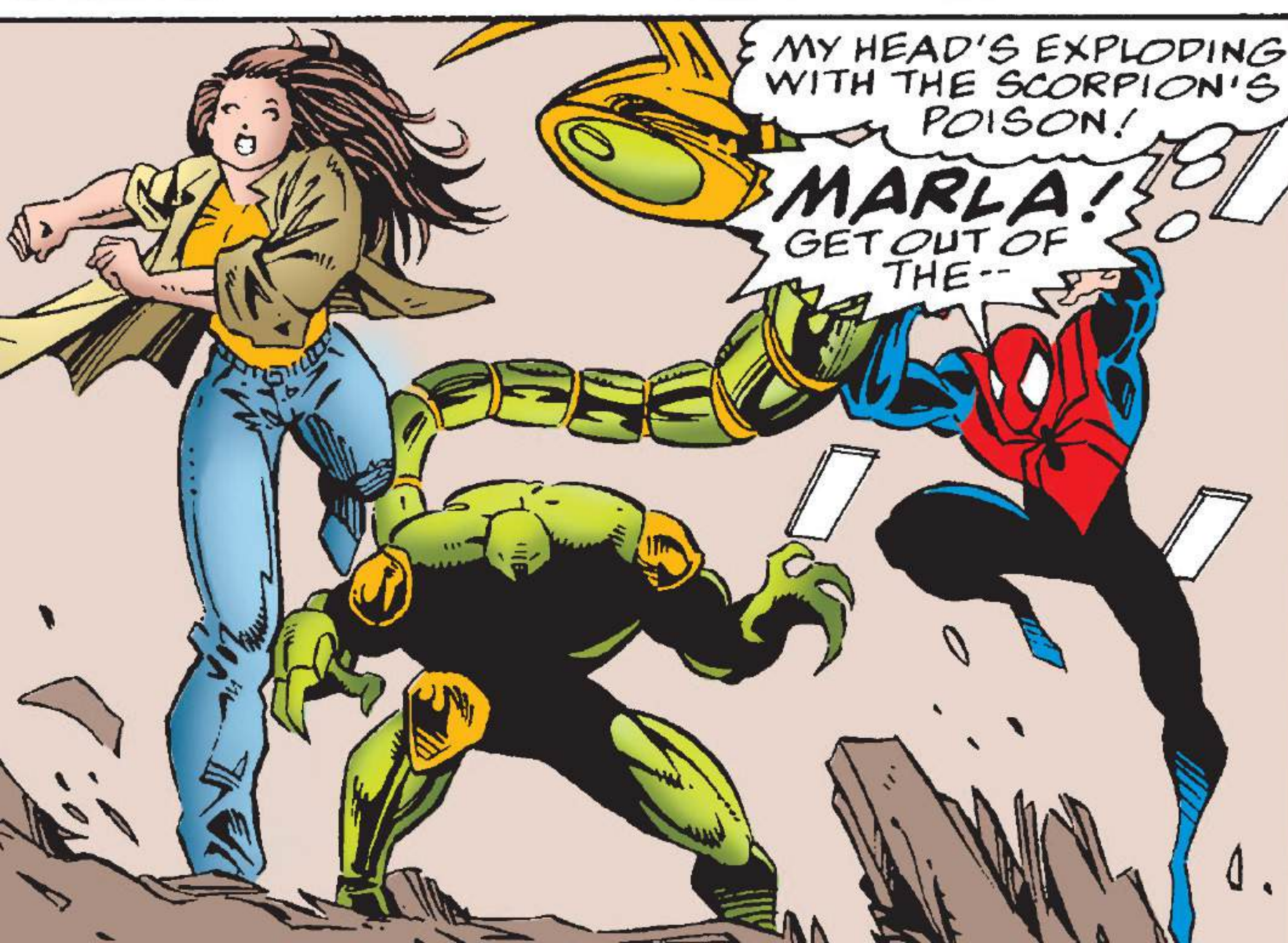
NOW HOW
ABOUT WE LAY
OFF THE LOVELY
JAMESON
FAMILY FOR A
WHILE, HUNH?



Oh,
no.

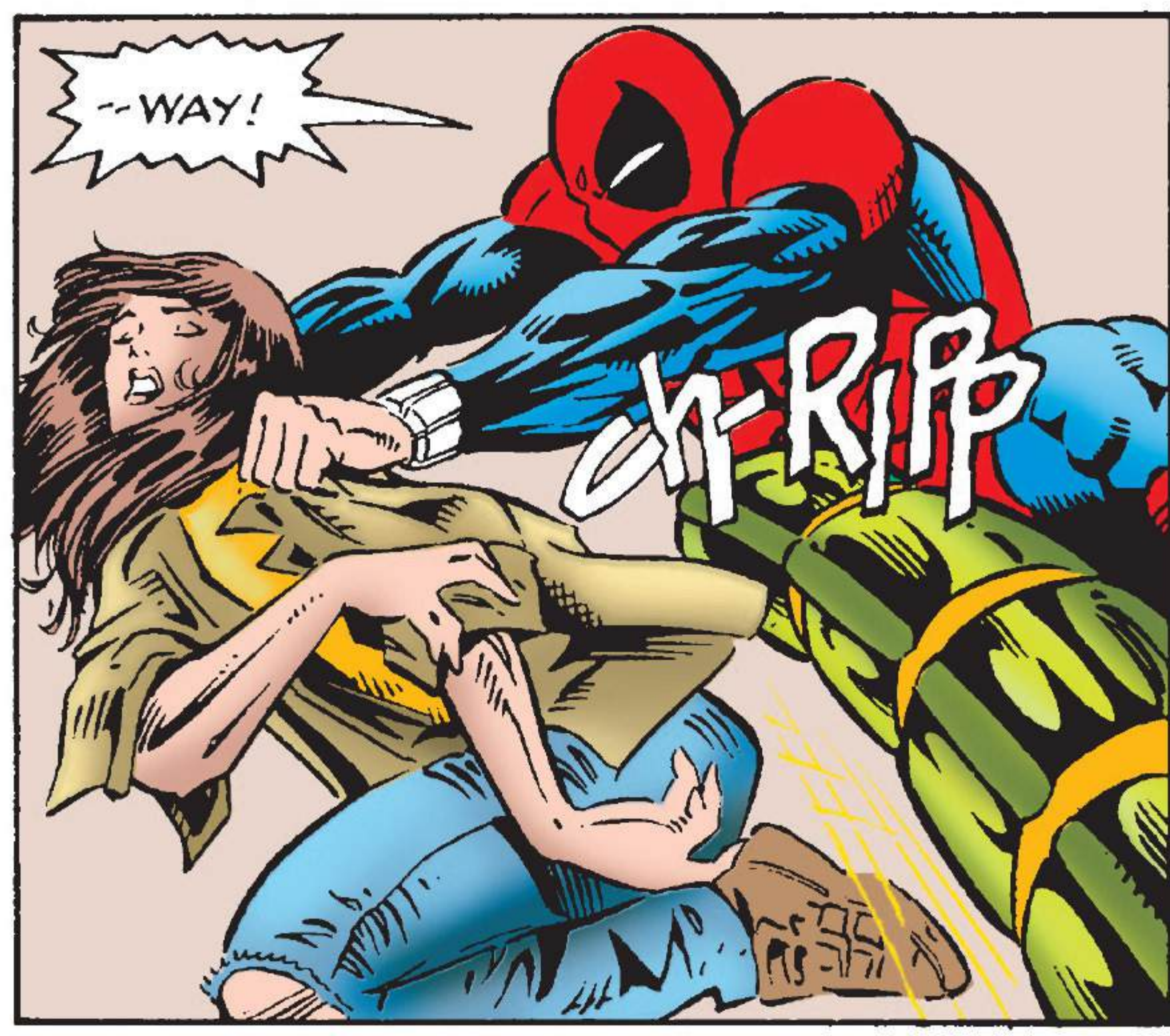
THE
JAMESONS!
ARE MY
FAVORITE
PEOPLE!

I HAVE
PLANS IN MIND
FOR THEM ALL!



MY HEAD'S EXPLODING
WITH THE SCORPION'S
POISON!

MARLA!
GET OUT OF
THE--



--WAY!

thwipp



STUNG AGAIN...
CAN
BARELY
SEE
STRAIGHT...

See... I'm
protecting
you...



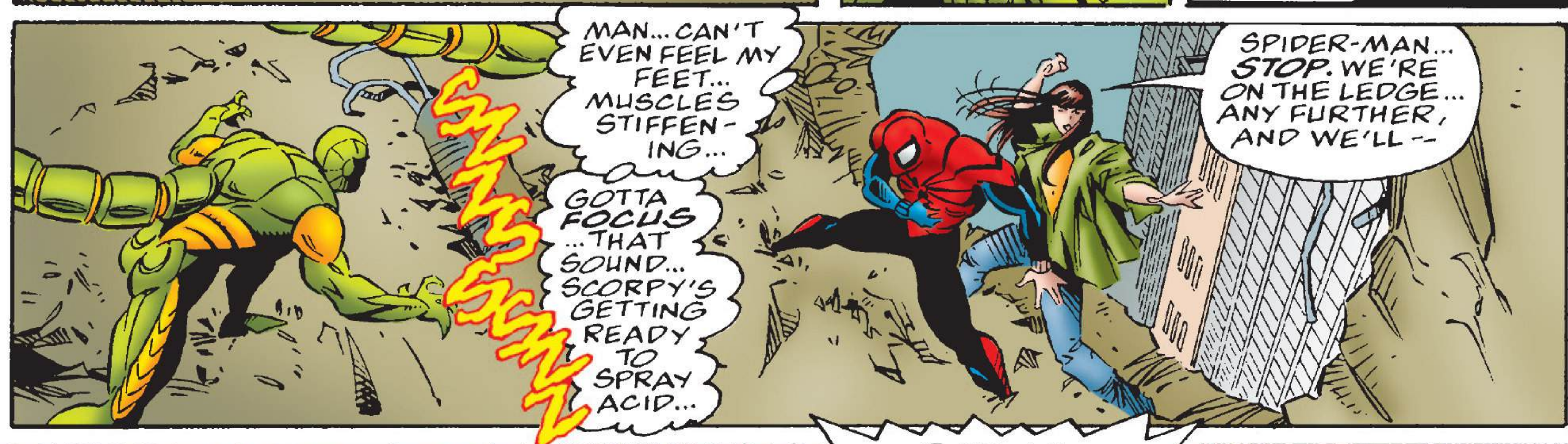
THAT'S
THE
SECOND
STING!

YOU'VE GOT
TWENTY-FOUR
HOURS BEFORE
THE NEURO-
TOXIN KILLS
YOU.



BUT I CAN
GET YOU OUT
OF THE WAY
QUICKER...

...COME
HERE.



MAN... CAN'T
EVEN FEEL MY
FEET...
MUSCLES
STIFFEN-
ING...

GOTTA
FOCUS
...THAT
SOUND...
SCORPY'S
GETTING
READY
TO SPRAY
ACID...

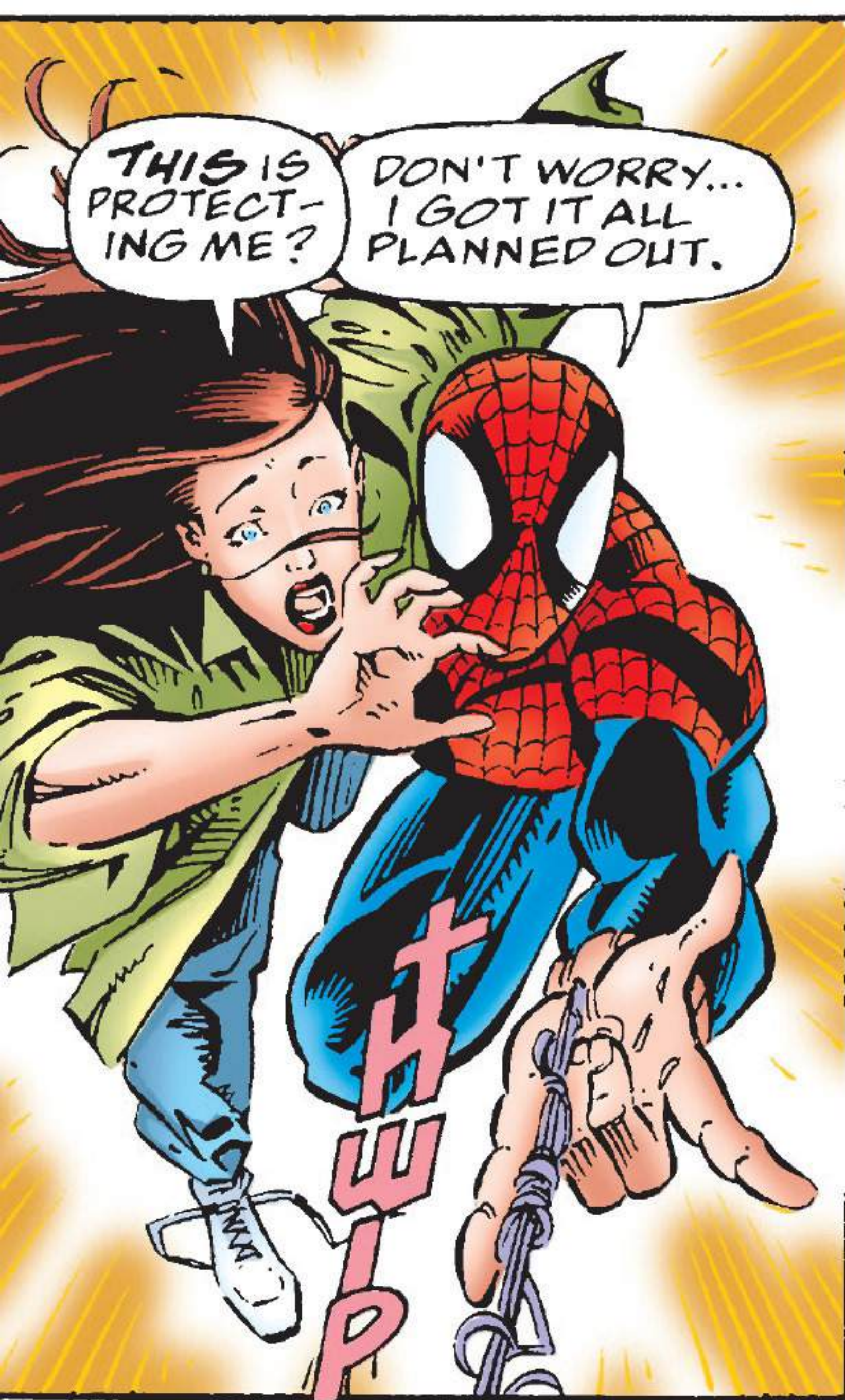
SZZZ
SZZZ
SZZZ

SPIDER-MAN...
STOP. WE'RE
ON THE LEDGE...
ANY FURTHER,
AND WE'LL --



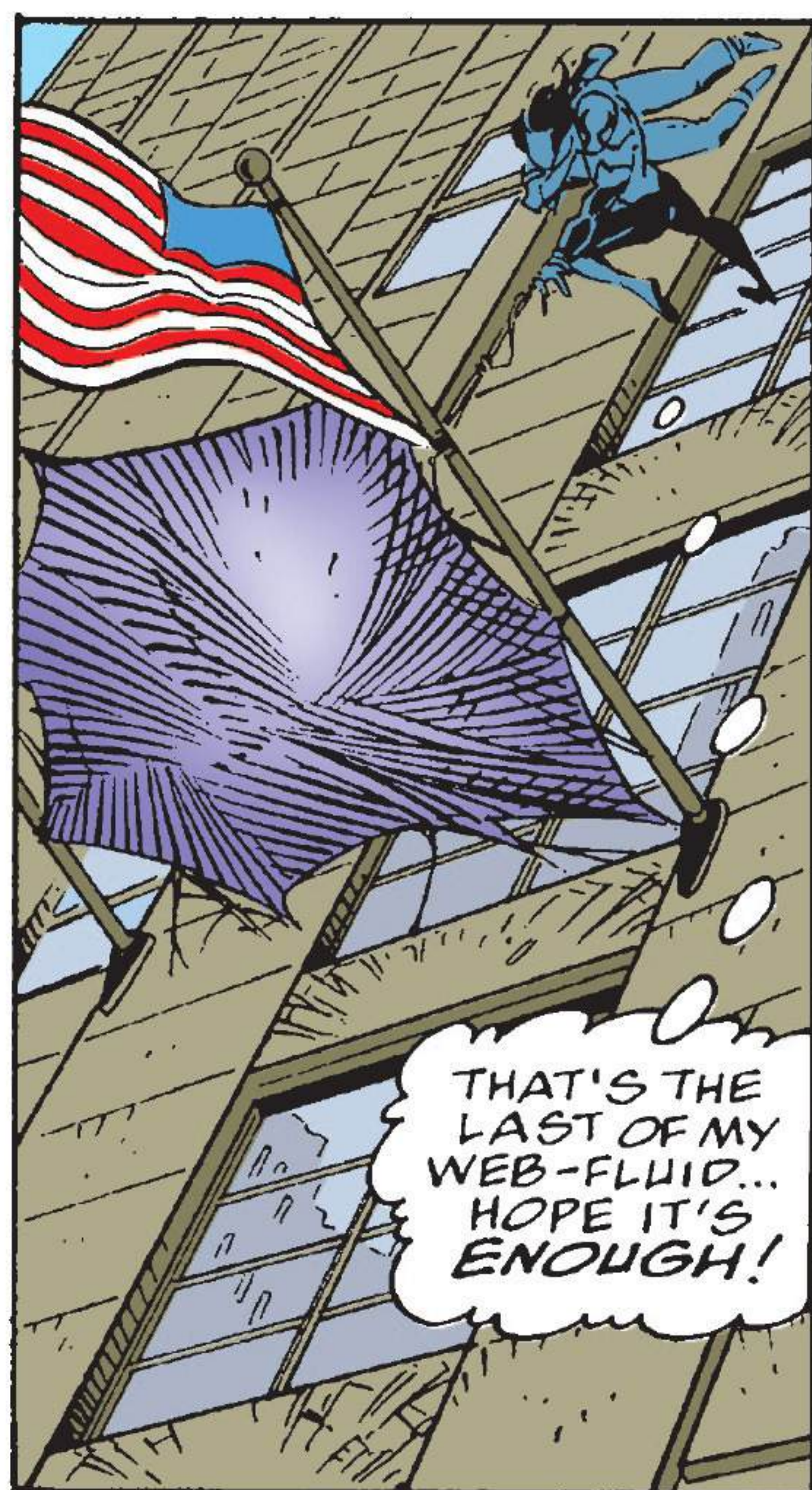
GOING
DOWN!

--DROOP!

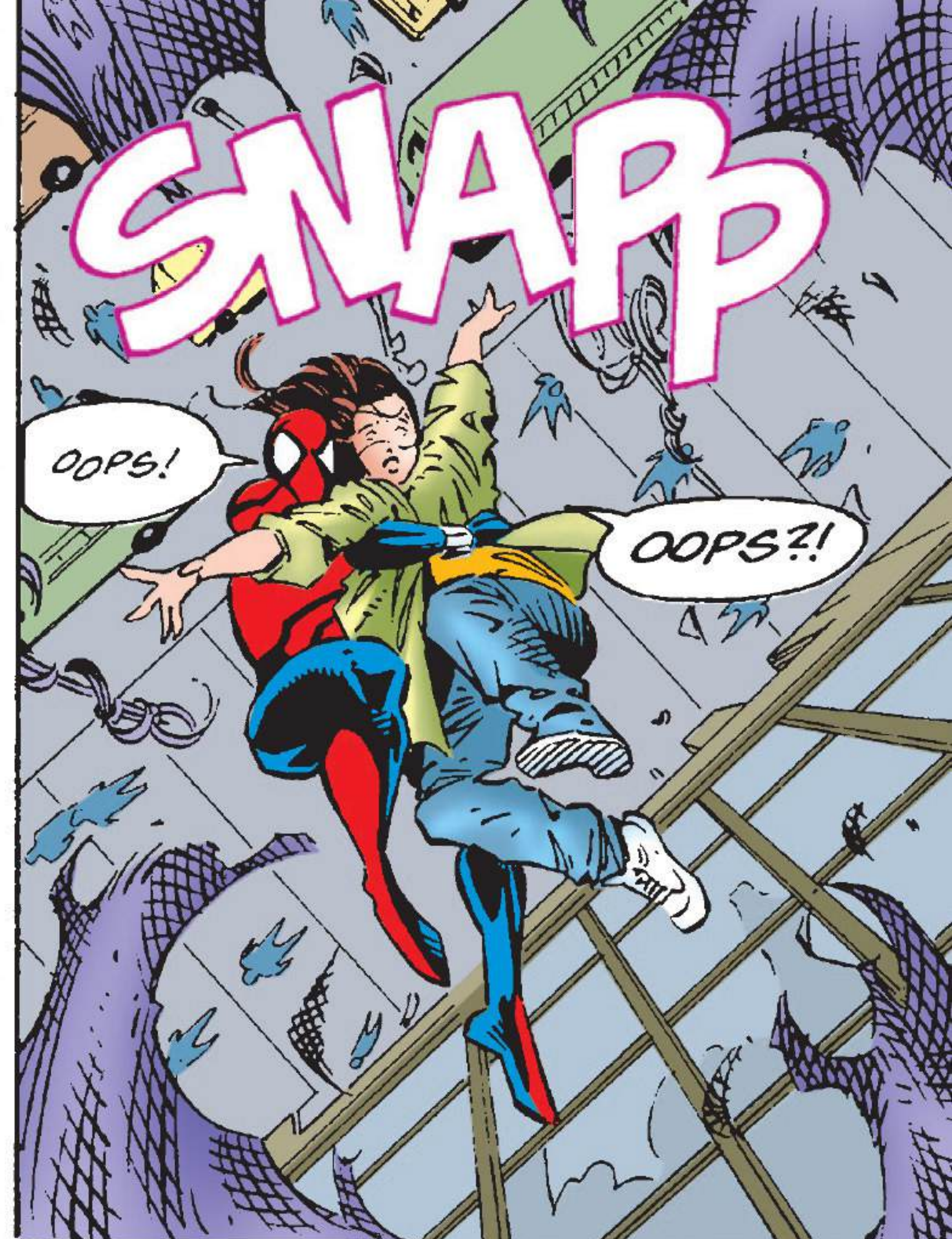


THIS IS PROTECTING ME?

DON'T WORRY... I GOT IT ALL PLANNED OUT.



THAT'S THE LAST OF MY WEB-FLUID... HOPE IT'S ENOUGH!



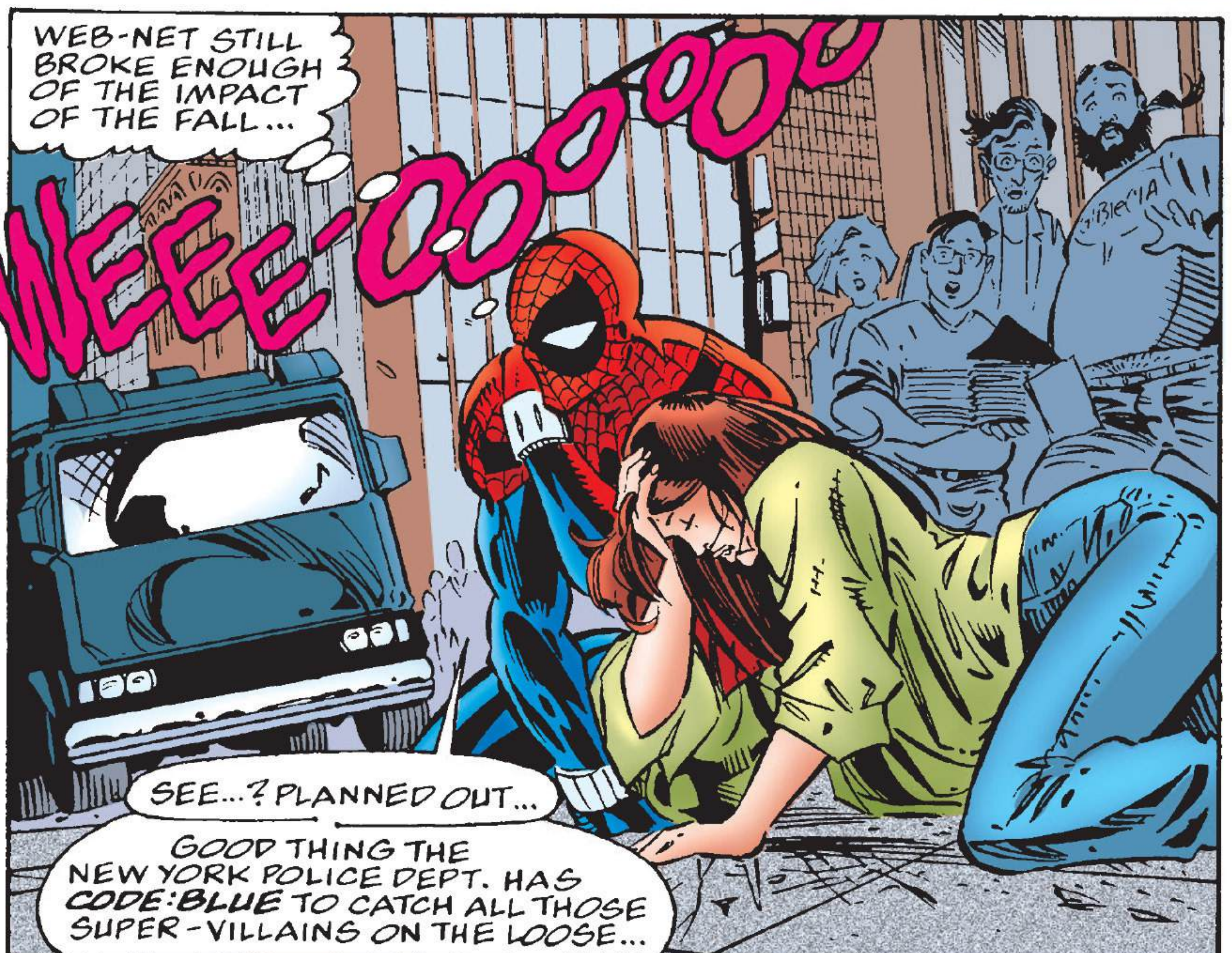
OOPS!

OOPS?!



OOF!

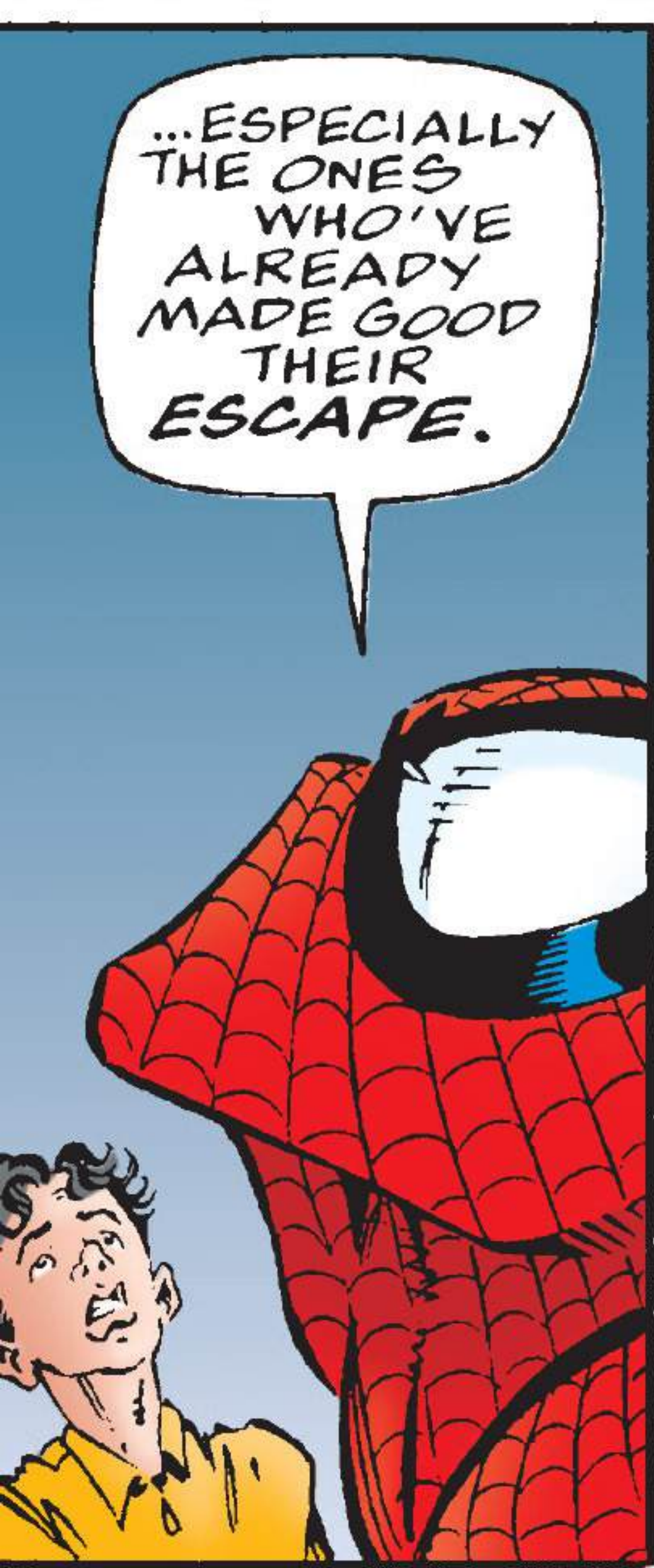
THUNK



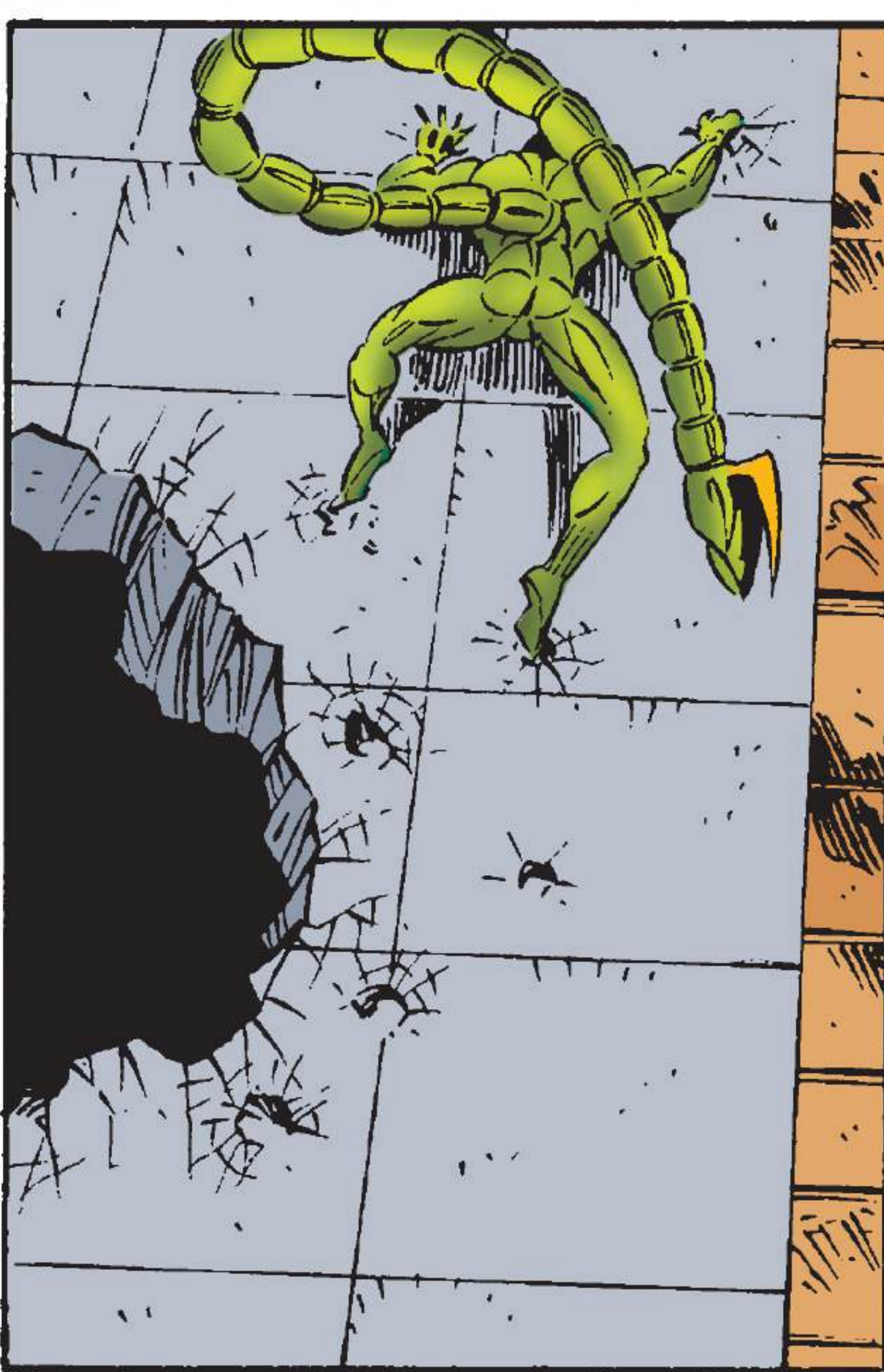
WEB-NET STILL BROKE ENOUGH OF THE IMPACT OF THE FALL...

SEE...? PLANNED OUT...

GOOD THING THE NEW YORK POLICE DEPT. HAS CODE:BLUE TO CATCH ALL THOSE SUPER-VILLAINS ON THE LOOSE...



...ESPECIALLY THE ONES WHO'VE ALREADY MADE GOOD THEIR ESCAPE.



WHAT ARE THE SIRENS FOR, LT. STONE-- SOMEBODY DOUBLE PARKED?

VERRRY FUNNY.

THE HISTORIC
MASON
BUILDING...

...BUILT BY THE LAST
GREAT RAILROAD
BARON OF THE
TWENTIETH
CENTURY.

HOME TO SOME OF THE
BUSINESSES THAT
SHAPED POST-WAR
AMERICA--

--AND NEW H.Q. OF THE
LAW FIRM OF NELSON,
MURDOCK & SHARPE.

NICE DIGS,
NICE CARPET,
NICE PHONEY-
BALONEY
SUIT...

...NOW WHAT IS MISTY
KNIGHT, TOUGH-TALKIN'
STREET DETECTIVE
DOIN' HERE?

IT'S A
JOB, LUKE.
GET OVER
IT.

I'M NOT THE
ONE ON TV
TALKING
ABOUT
"SQUASHING
PEOPLE LIKE
A BUG." NOW
WHAT DO
YOU WANT?

LOOK, THIS
REPORTER, URICH,
TOLD ME RAND
CORP. MIGHT BE
INVOLVED IN ALL
THIS NONSENSE.
BIG BUSINESS
NONSENSE.

I NEED TO TALK TO
DANNY--GET TO
THE BOTTOM OF
THIS BEFORE
SOMEONE
GETS HURT.

Shhhh!

MATT
MURDOCK,
YOUR SHARP
SENSES SHOULD
TELL YOU THE
EGG ROLLS AT
THE LOTUS
FLOWER ARE
THE BEST.

COUNSELOR
NELSON, PARTNER
O'MINE, YOUR SOPHIS-
TICATED STOMACH
SHOULD TELL YOU THAT
CANTONESE FOOD
WENT OUT WITH
CORNELIUS MASON
AND FLAPPER
DRESSES!

THIS IS SOMETHING
I DON'T WANT TO
TALK ABOUT!

DANNY'S
BEEN... UN-
COMMUNI-
CATIVE, LATELY.
I DON'T
KNOW WHAT'S
UP WITH
HIM.

I DON'T THINK
YOU'RE GOING
TO BE ABLE TO
GET IN TO SEE
HIM.

DON'T
WORRY
ABOUT
OLD
LUKE
CAGE...

...I MAKE
MY OWN
INVITATIONS
TO
PARTIES.

THE RAND/MEACHUM BUILDING --

--A TOWER OF GLASS AND STEEL REARED HIGH TO THE HEAVENS HERE AT THE CLOSE OF THE TWENTIETH CENTURY.

HOME TO THE TECHNOLOGICAL COLOSSUS KNOWN AS THE RAND/MEACHUM CORP. --WHICH WILL EITHER SHAPE THE FUTURE OF AMERICA-- OR BREAK IT!

SIR! YOU--
YOU CAN'T
GO IN
THERE!

MR. RAND GAVE
ORDERS NOT TO BE
DISTURBED!

I'M NOT DISTURB-
ING HIM. I'M AN OLD
FRIEND.

HEY DANNY!
WHERE YOU BEEN
HIDING YOUR-
SELF?

SWEET!

GET
OUT!

DANNY!
WHAT'S
THIS
FREAK
SHOW?!

LUKE...
DIDN'T
REALIZE
IT WAS...
YOU--

--I'VE BEEN...
UNWELL
LATELY...

... A DEMON HANGS OVER
ME -- A SPECTRE OF
FAILURE AND DESPAIR...

... I WOULDN'T
EXPECT YOU TO
UNDERSTAND.

CUT THE
HOOEY!
I AIN'T
BUYING
ANY
TODAY!



CAN'T YOU SEE? WE'RE FAILURES!

YOU JUST SPENT THE LAST SIX MONTHS AS A GUN FOR HIRE FOR THE SLEAZIEST TABLOID IN AMERICA!*

AND I'VE DONE NO BETTER WITH MY MILLIONS-- MY POWER...

*IN THE LATE, LAMENTED CAGE SERIES. -- RALF FOR HIRE.

I DON'T BUY THAT! WE GOT THIS POWER-- WE HAVE TO CHOOSE TO DO SOMETHING GOOD WITH IT!

IT'S OUR RESPONSIBILITY!

YOUR RESPONSIBILITY STILL PAYING WELL, LUKE?

I'M NOT THE ONE WHO'S HIRING HIMSELF OUT TO THE HIGHEST BIDDER.

THIS IS ALL SOME STUPID GAME TO YOU. YOU THINK THAT DUMB COSTUME MAKES YOU A HERO. WELL... IT **DOESN'T!!**

TRUST ME, IT **DOESN'T.**

I WOULDN'T KNOW. I HAVE LITTLE TO DO WITH THE DAY-TO-DAY BUSINESS.

HAVE MS. GREENBERG, MY RECEPTIONIST, SHOW YOU TO JASON QUARTERMASTER.

I'M NOT HERE TO DISCUSS PHILOSOPHY WITH YOU, DANNY. WORD ON THE STREET IS THERE'S SOME FUNNY BUSINESS-- CORRUPTION-- HERE IN YOUR COMPANY.

WHAT'S GOING ON?

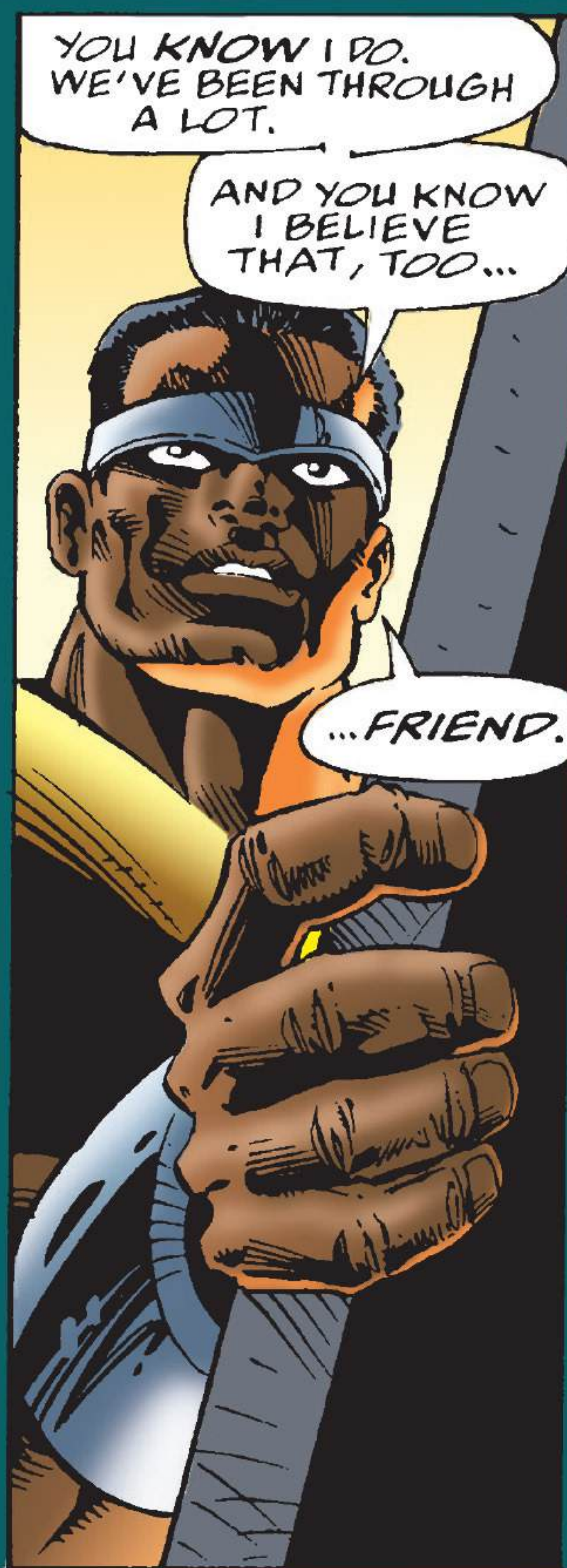
HE'S ONE OF MY SENIOR SUPERVISORS.



DANNY, YOU'RE ONLY A FAILURE IF YOU LET PEOPLE MAKE YOU BELIEVE THAT.

YOU GOTTA CHOOSE TO BE A HERO-- BECAUSE IF YOU DON'T NO ONE ELSE WILL.

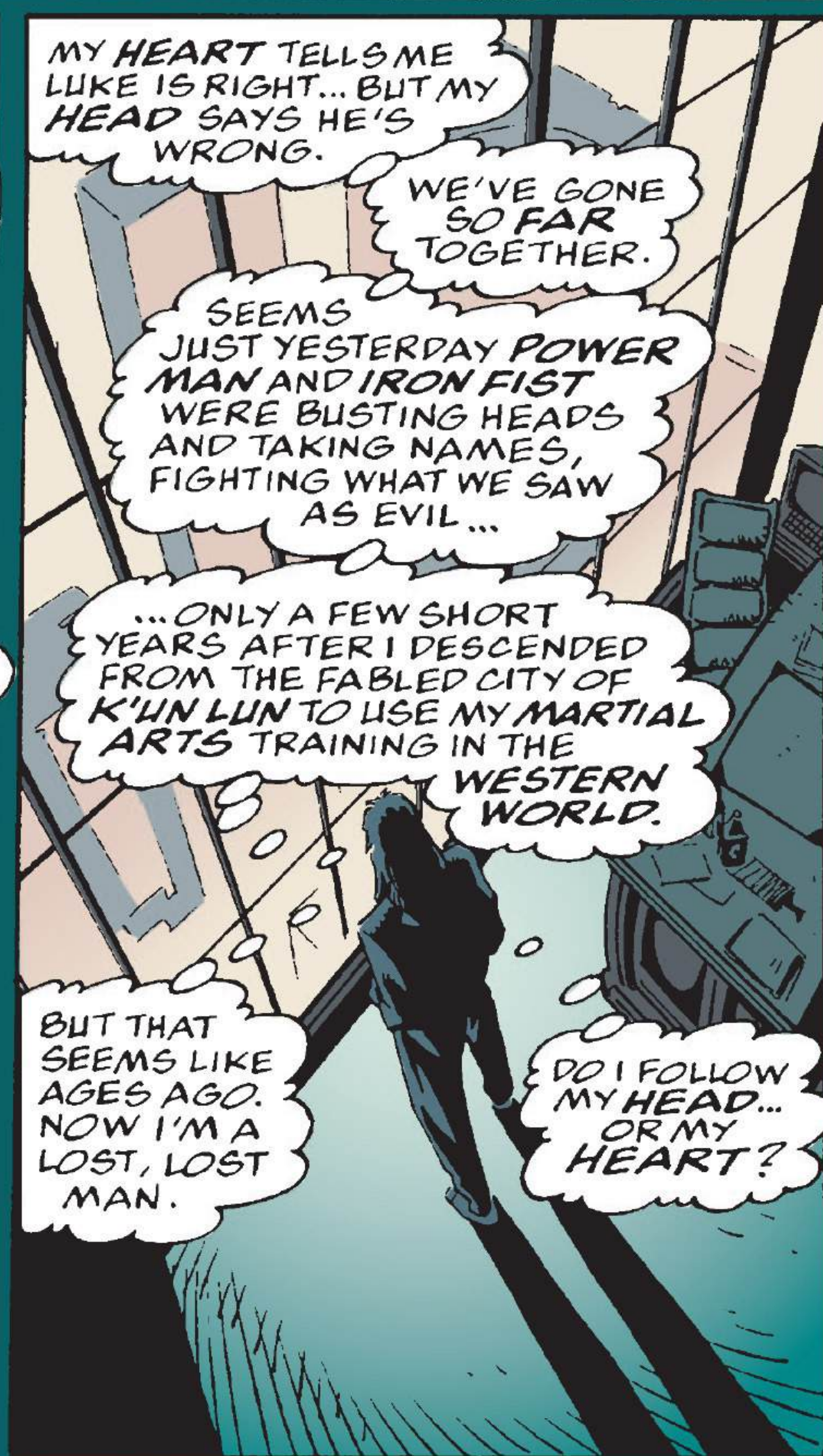
YOU REALLY BELIEVE THAT, CAGE?



YOU KNOW I DO. WE'VE BEEN THROUGH A LOT.

AND YOU KNOW I BELIEVE THAT, TOO...

...FRIEND.



MY HEART TELLS ME LUKE IS RIGHT... BUT MY HEAD SAYS HE'S WRONG.

WE'VE GONE SO FAR TOGETHER.

SEEMS JUST YESTERDAY POWER MAN AND IRON FIST WERE BUSTING HEADS AND TAKING NAMES, FIGHTING WHAT WE SAW AS EVIL...

...ONLY A FEW SHORT YEARS AFTER I DESCENDED FROM THE FABLED CITY OF K'UN LUN TO USE MY MARTIAL ARTS TRAINING IN THE WESTERN WORLD.

BUT THAT SEEMS LIKE AGES AGO. NOW I'M A LOST, LOST MAN.

DO I FOLLOW MY HEAD... OR MY HEART?

DEEP WITHIN THE SUB-BASEMENTS OF THE RAND/MEACHUM BUILDING IS SERVO-GENETICS RESEARCH LAB 16.

HAHAHAHAHA! MR. CAGE, I AND MY RESEARCHERS HAVE BEEN GRANTED THE GREATEST OF GIFTS--INTELLIGENCE. WITH IT WE CAN CONQUER ANY-THING!

ALL OF US HERE AT RAND FEEL THE NEED TO USE THIS GIFT FOR THE GAIN OF THE COMPANY. AND THE GAINS--BOTH MONETARY AND SCIENTIFIC--ARE GREAT INDEED.

WE HAVE LITTLE TIME FOR--PETTY CRIME.

I TAKE IT THAT MEANS YOU'VE SEEN NO SUSPICIOUS ACTIVITIES HERE, QUARTER-MASTER?

TAKE IT HOW YOU WILL, MR. CAGE, I CAN PUT IT IN NO SIMPLER TERMS.

I'VE HEARD YOU HAVE A HIDE STRONGER THAN STEEL. IS THIS TRUE?

SEE YA. THANKS FOR YOUR TIME...

...CREEP.

TOINK

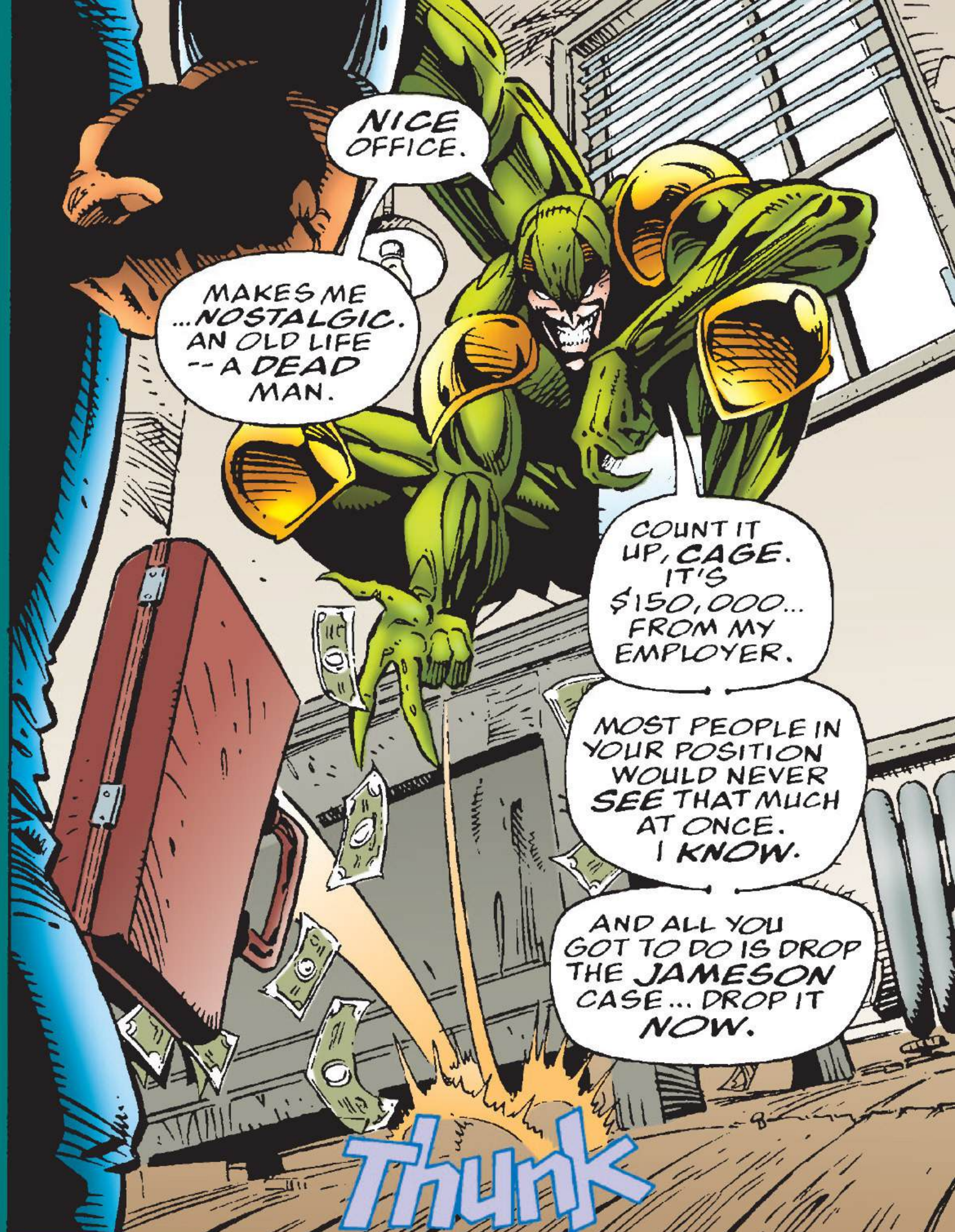
WATCH IT, PUNK!

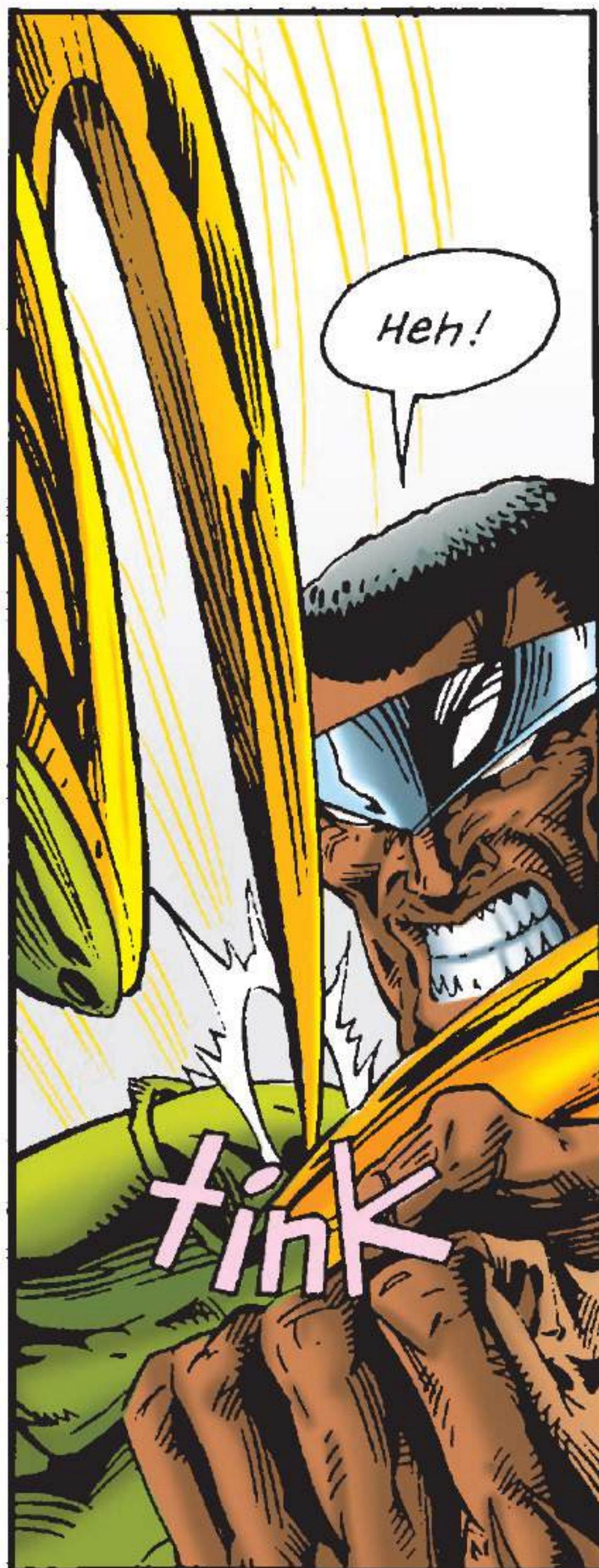
I AM. VERY INTERESTING. I'D POSTULATE ELECTRO-CHEMICAL BONDING RESULTING IN AN INCREASED DENSITY OF THE SKIN... CORRECT?

NONE OF YOUR BUSINESS. CURIOSITY CAN GET YOU HURT KID.

EXACTLY.

CAGE HAS GOTTEN TOO CLOSE. TAKE CARE OF HIM.





Heh!

tink



MY SKIN'S TOO STEEL-HARD FOR YOUR PIG-STICKER, BUG-MAN!

I GOT YOU RIGHT WHERE I WANT YOU.



TASH

NO ONE GETS THE SCORPION-- AND LIVES TO TELL ABOUT IT!

HAVEN'T YA HEARD? I JUST KILLED SPIDER-MAN!



COME ON, MISTER... I'M READY FOR YOU THIS TIME!



I'M FASTER THAN YOU...



...I'M STRONGER THAN YOU...

KRUNK



...I'M BETTER THAN YOU IN EVERY WAY.

OOHH, HOLD THAT POSE, CAGE!

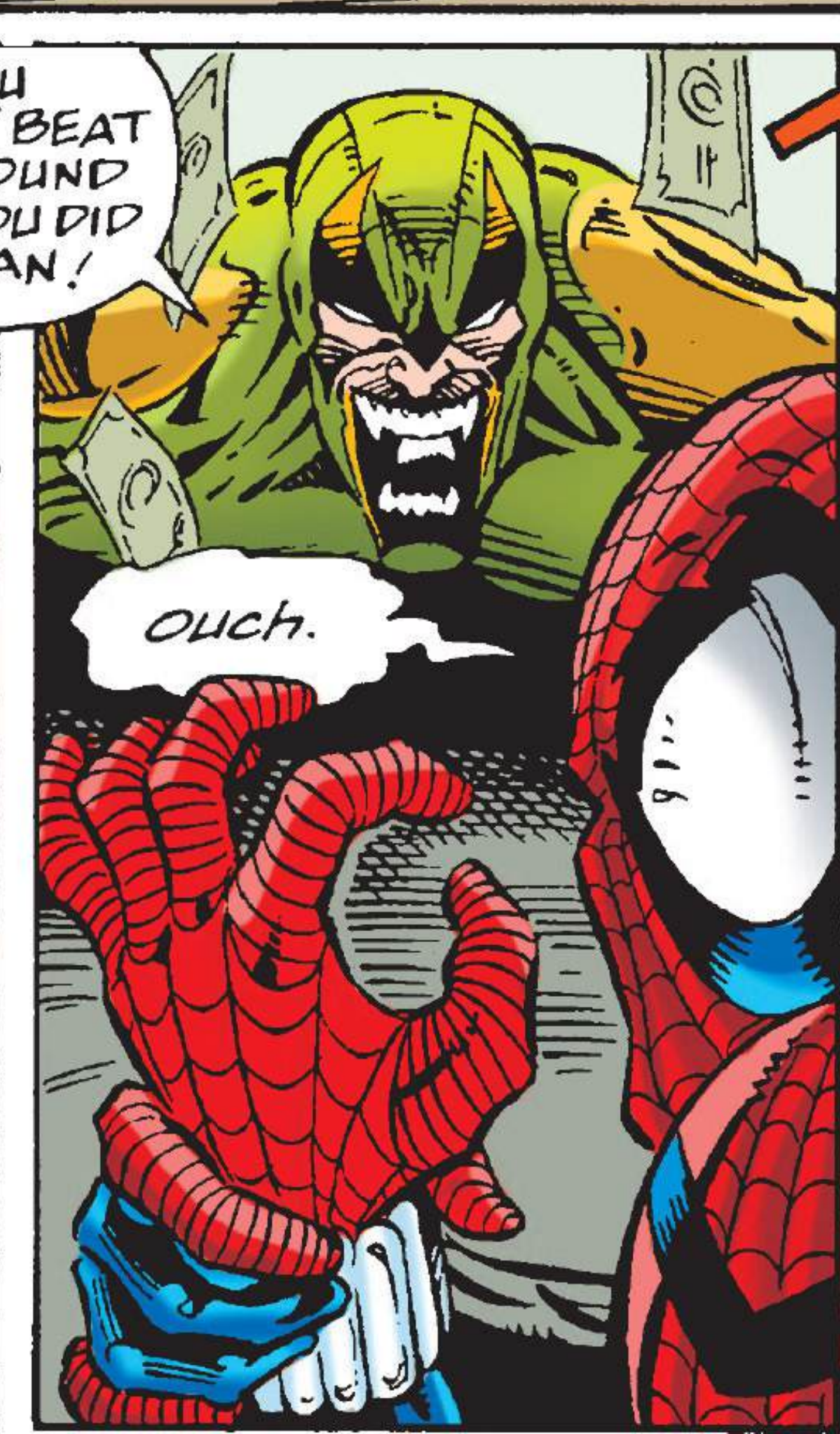
I WANT TO REMEMBER YOU WITH THAT DOPEY LOOK ON YOUR FACE!

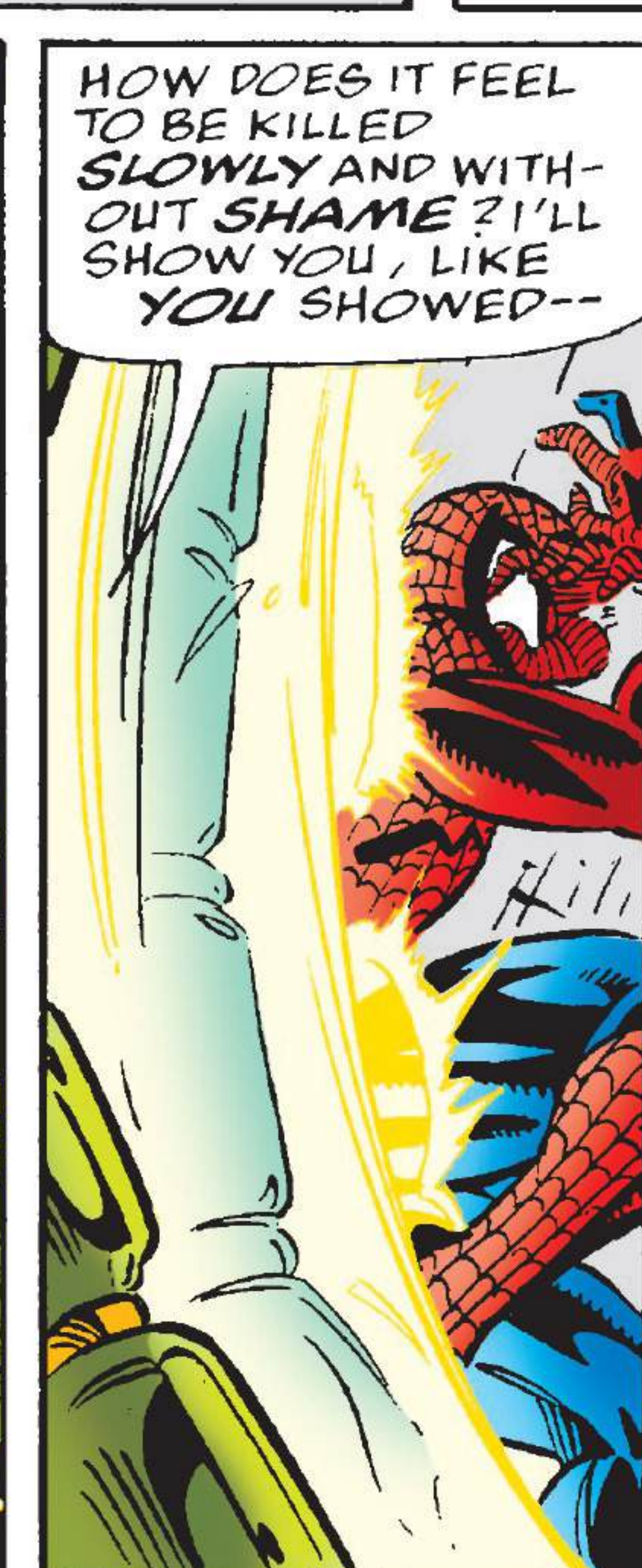
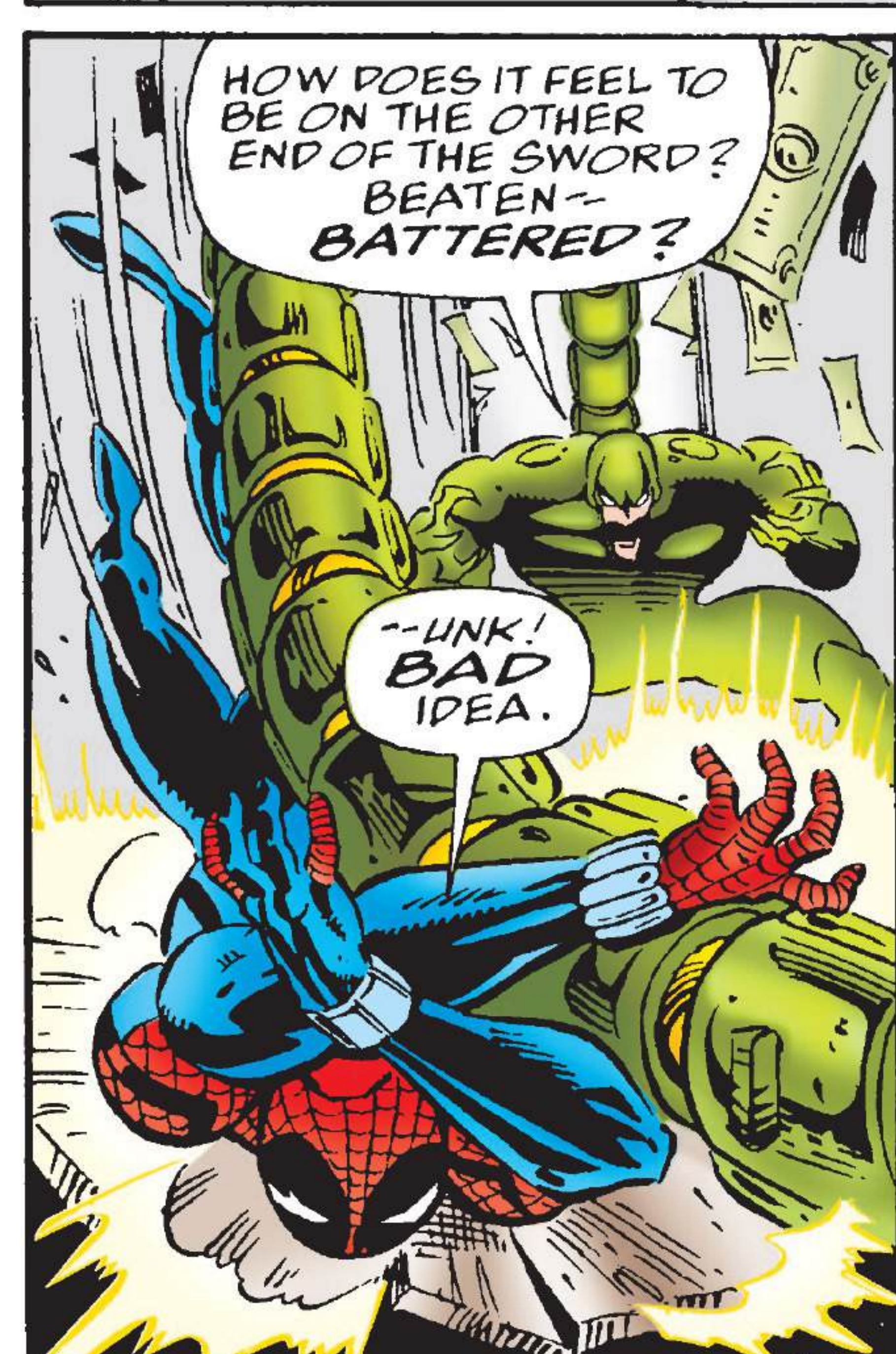
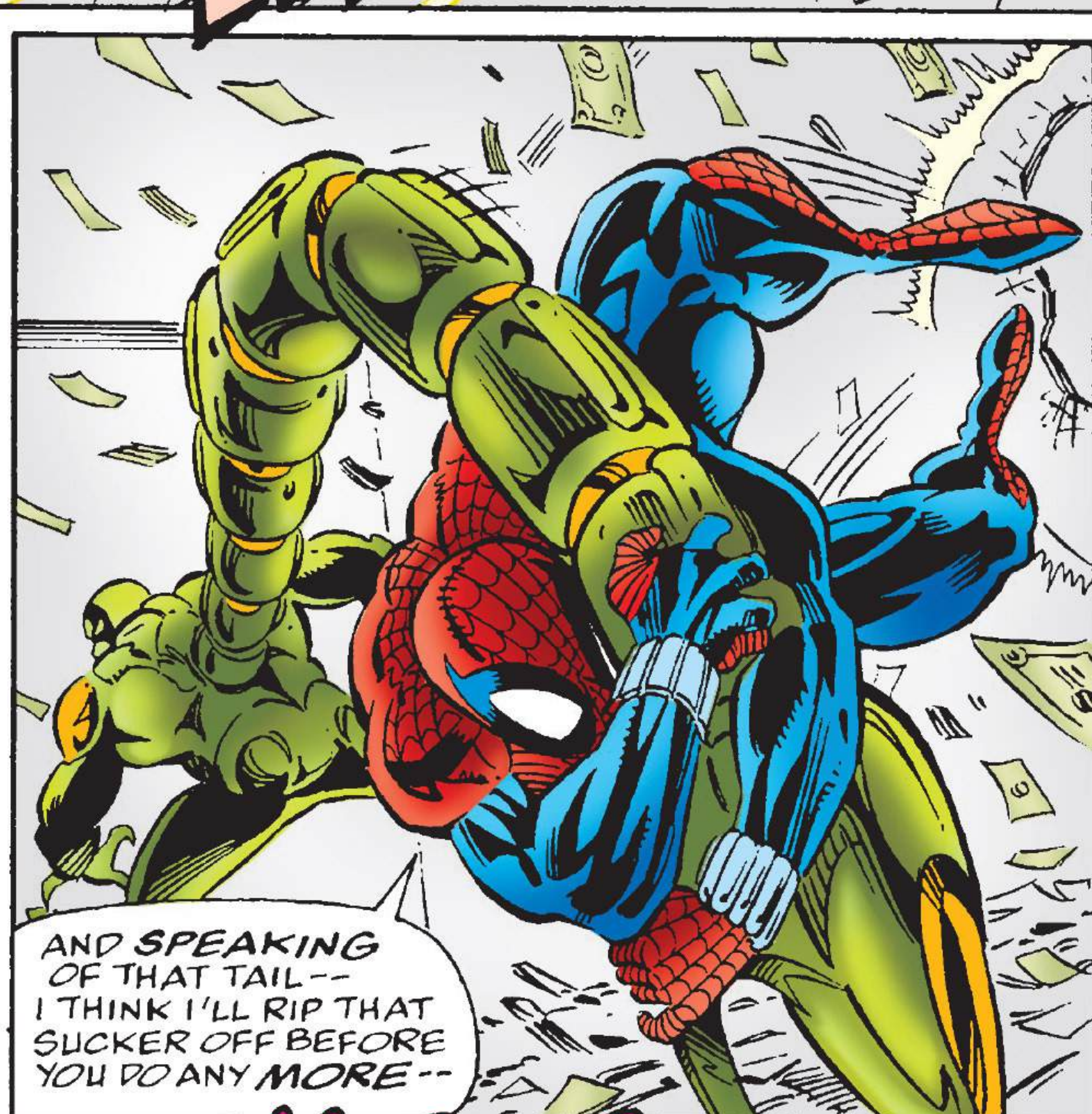
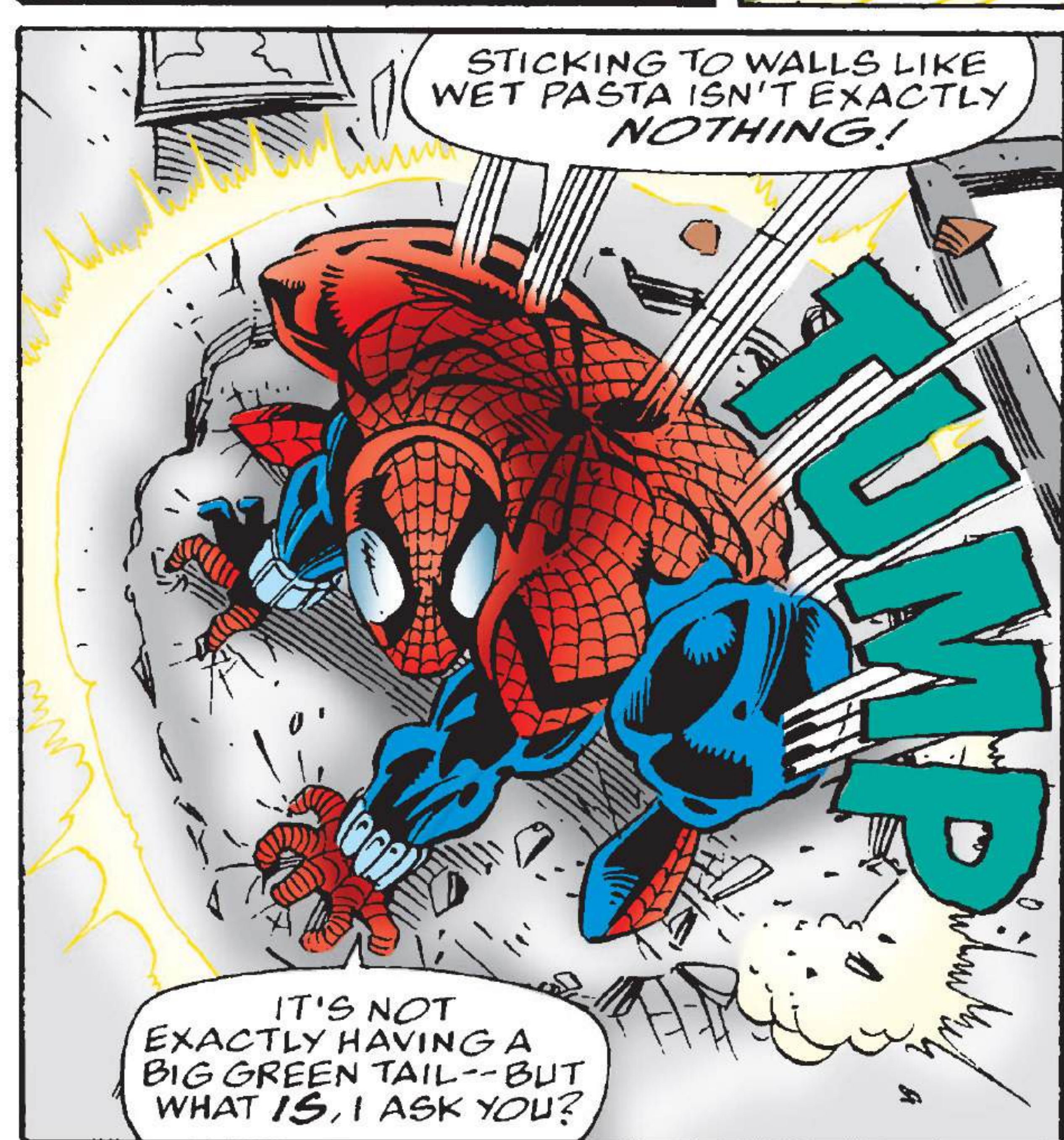
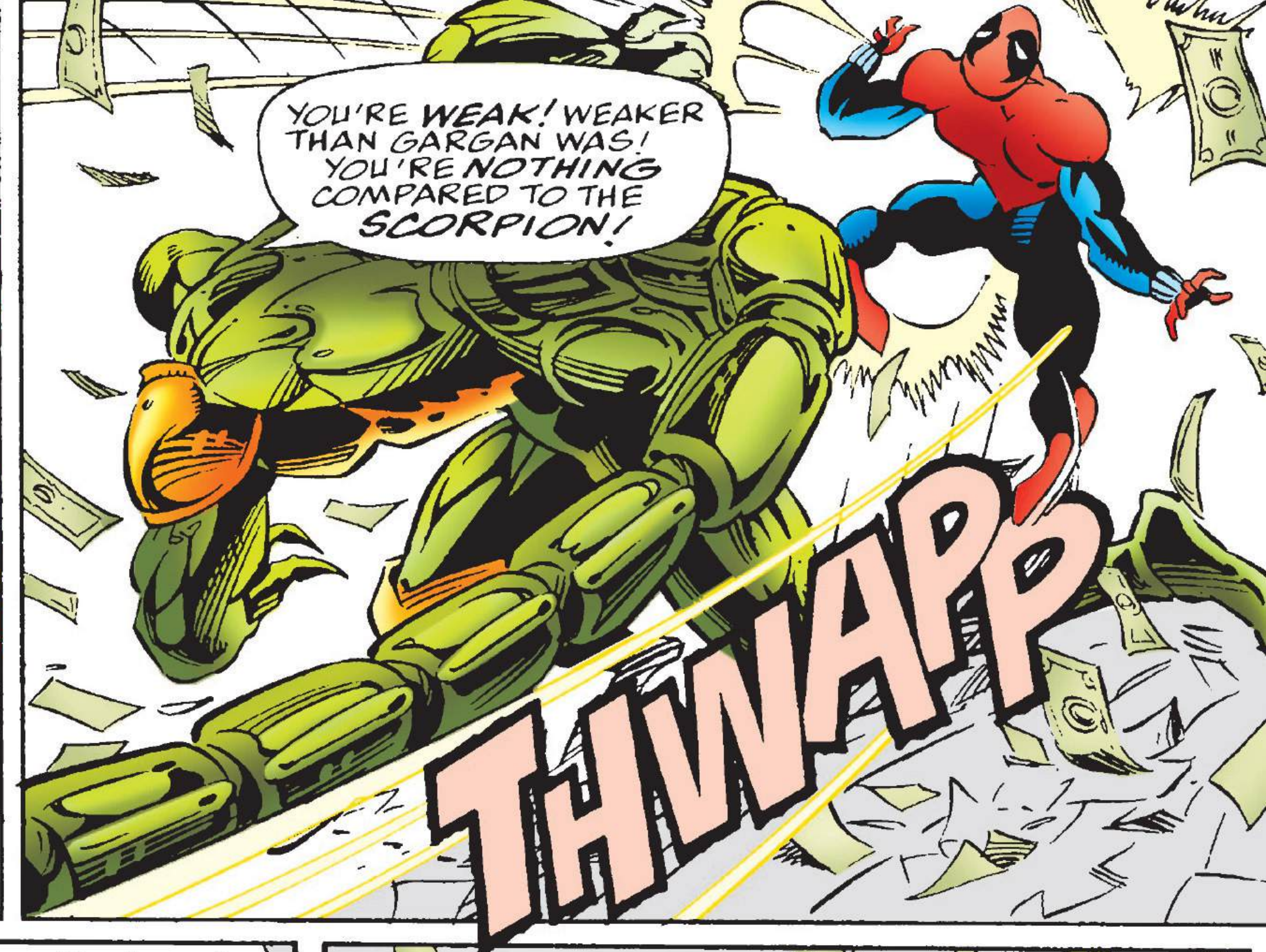


NOW HIT THE ROAD, PRIVATE DICK!

K-RA

SSHH

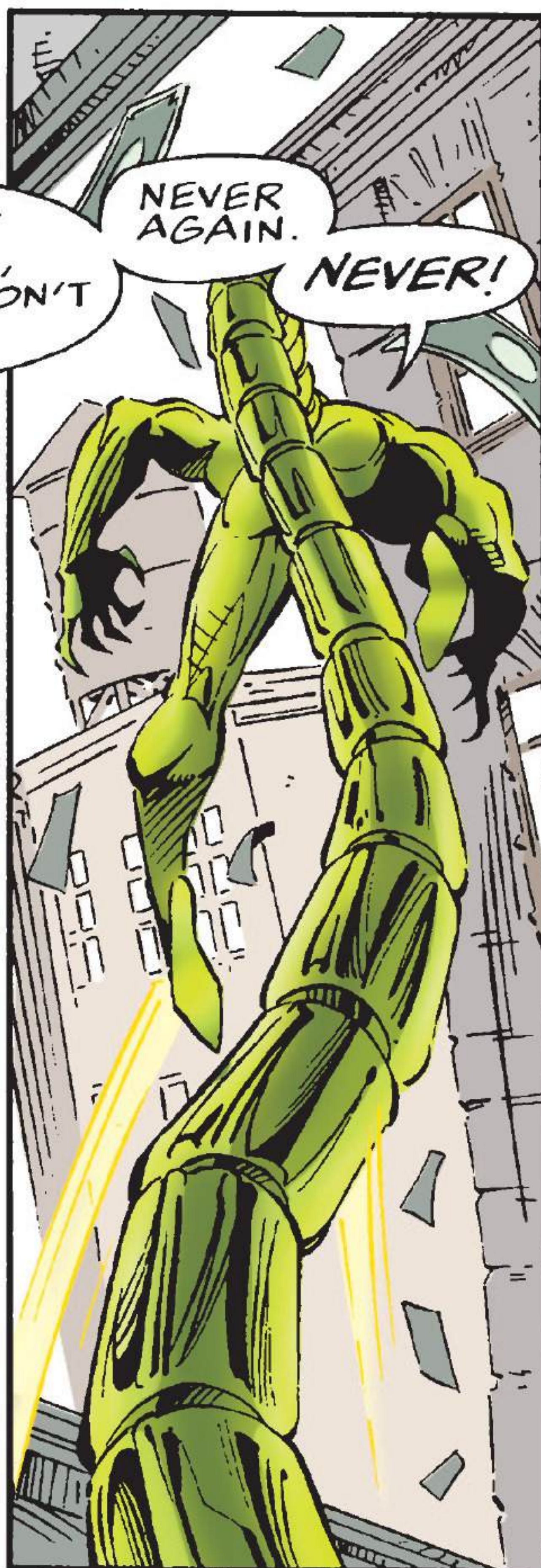






TOLD YOU
I WAS TOO
TOUGH.

THEY GOT
GARGAN,
BUT THEY WON'T
GET ME!



NEVER
AGAIN.

NEVER!



HOO-BOY... LOOKS LIKE THIS
FREIGHT TRAIN FOR HIRE WON'T
BE ANY HELP ANY TIME **SOON**...

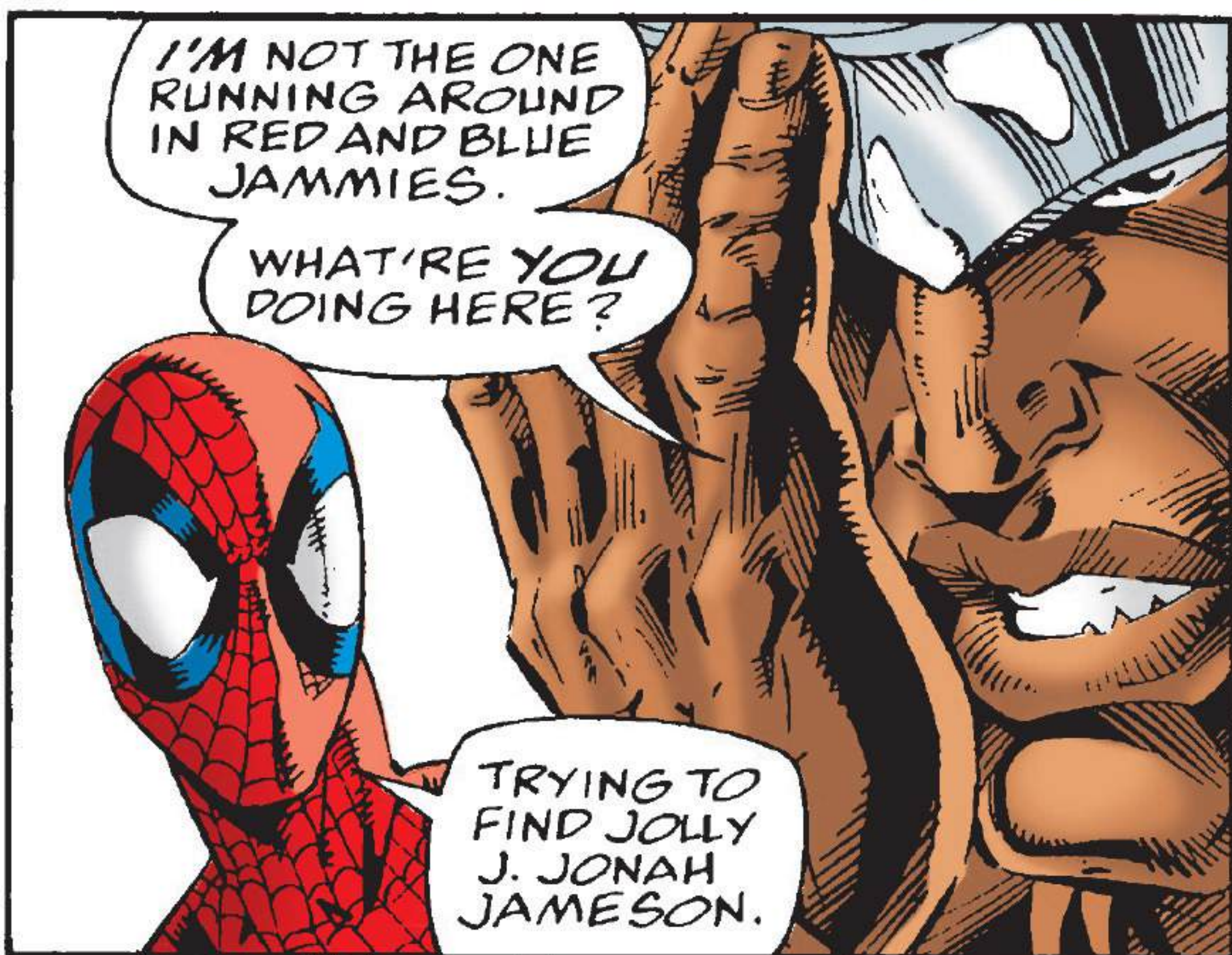
UP AND AT 'EM, SLEEPY--LET
ME SEE IF YOU'RE STILL
BREATHING UNDER ALL
THAT MUSCLE...

Uhh...
SPIDEY... THAT
YOU? WHAT
HAPPENED TO
YOUR
COSTUME?

CALL IT
MY SPRING
WARDROBE. NICE HEAD-
BAND. DIDN'T THAT GO
OUT WITH BELL-
BOTTOMS?

HEY, MAN--IT'S
MY COSTUME...
PART OF MY PUBLIC
IMAGE...

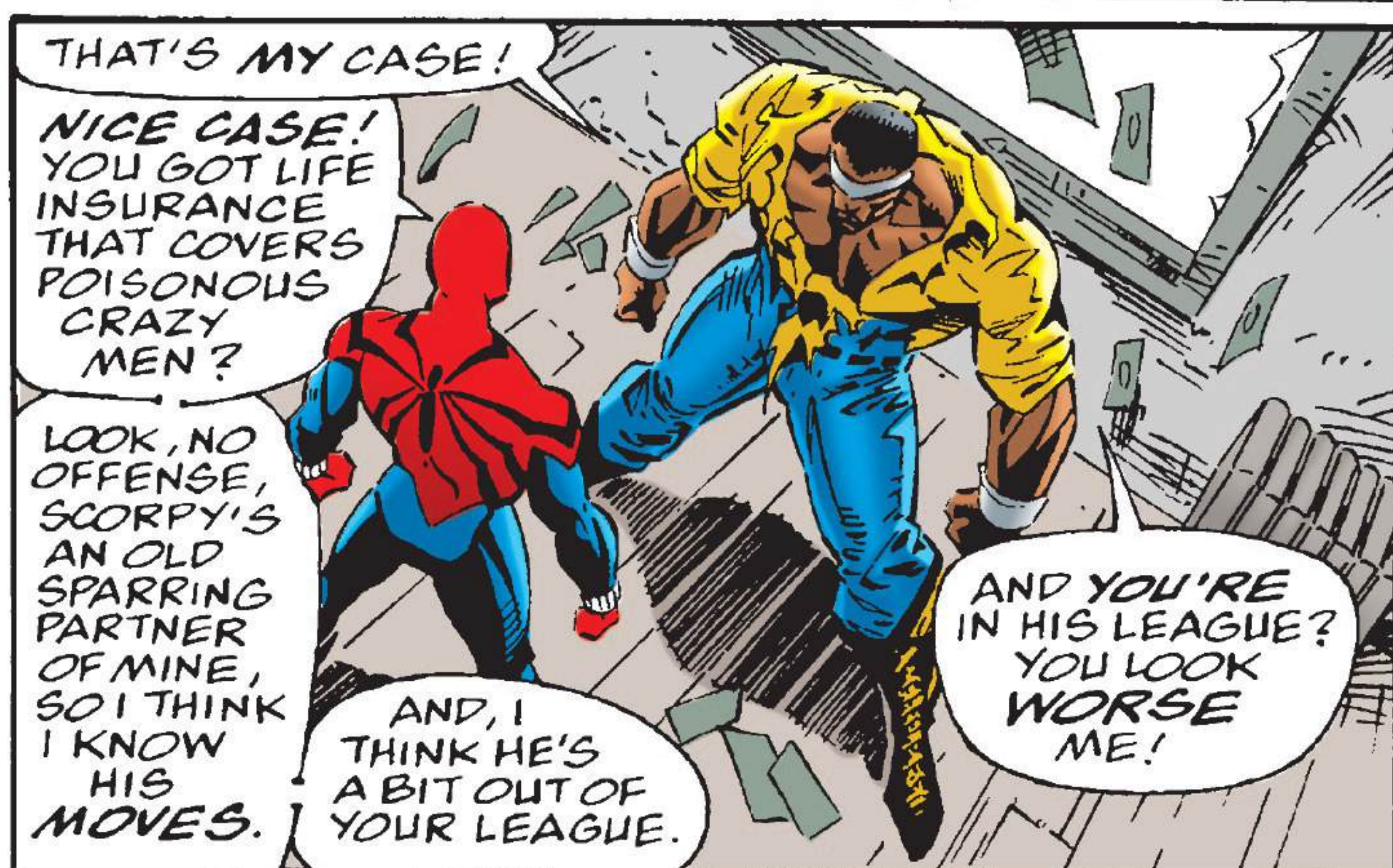
SOME
IMAGE.



I'M NOT THE ONE
RUNNING AROUND
IN RED AND BLUE
JAMMIES.

WHAT'RE YOU
DOING HERE?

TRYING TO
FIND JOLLY
J. JONAH
JAMESON.



THAT'S MY CASE!

NICE CASE!
YOU GOT LIFE
INSURANCE
THAT COVERS
POISONOUS
CRAZY
MEN?

LOOK, NO
OFFENSE,
SCORPY'S
AN OLD
SPARRING
PARTNER
OF MINE,
SO I THINK
I KNOW
HIS
MOVES.

AND, I
THINK HE'S
A BIT OUT OF
YOUR LEAGUE.

AND YOU'RE
IN HIS LEAGUE?
YOU LOOK
WORSE
ME!



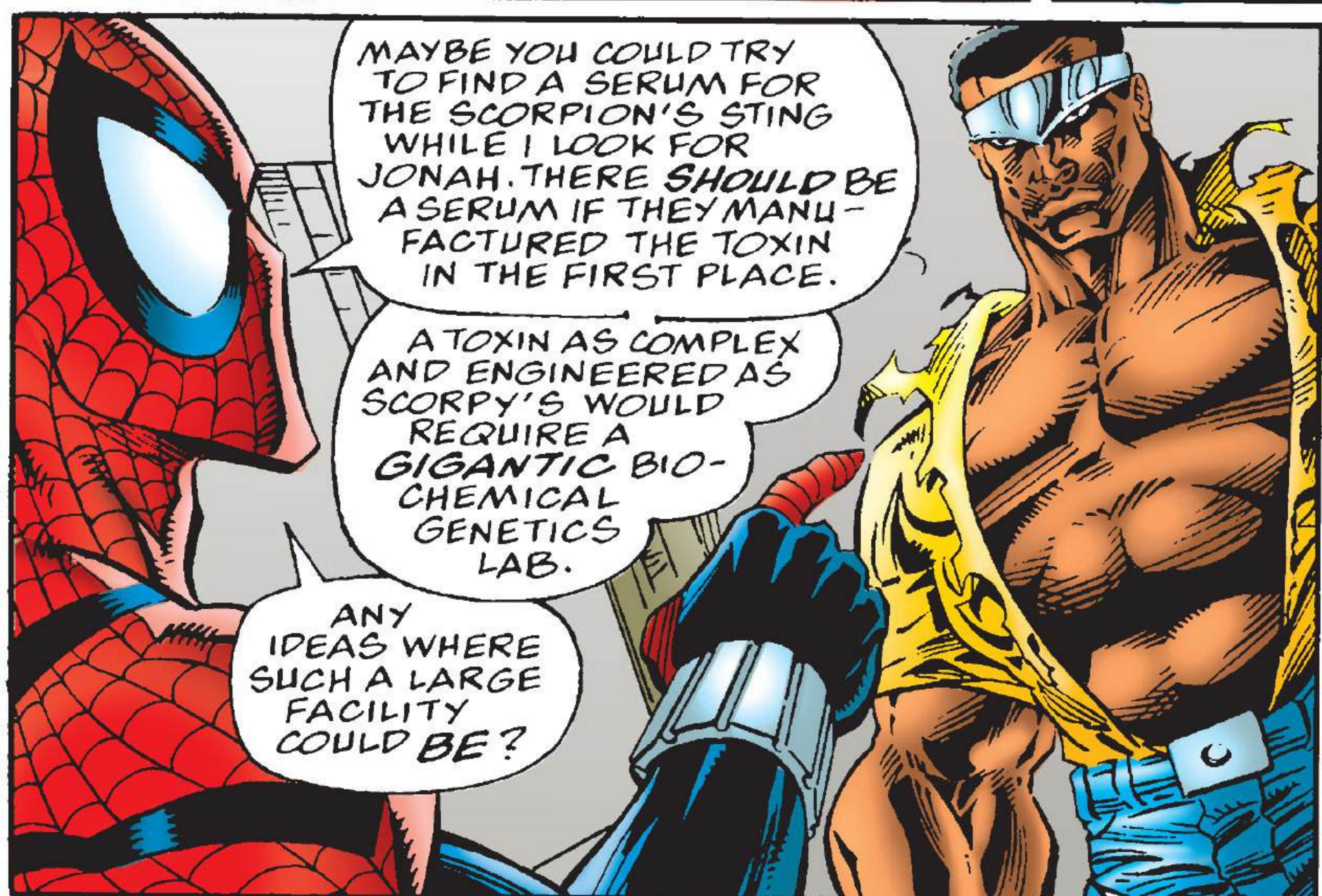
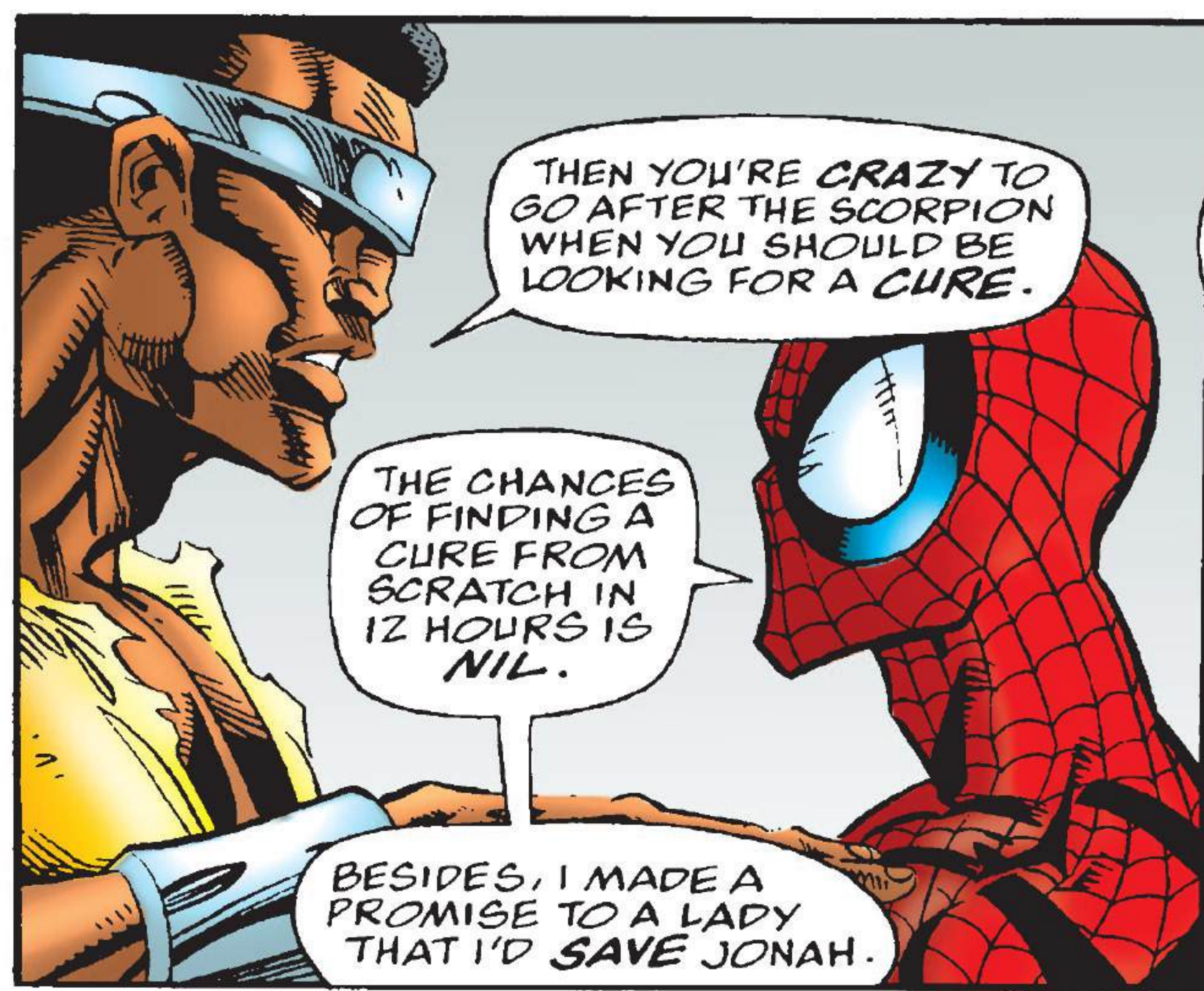
I'VE BEEN STUNG TWICE
BY THE SCORPION'S NEW
STINGER. IF WHAT HE SAYS
IS TRUE-- I'VE GOT LESS
THAN 12 HOURS LEFT
TO LIVE.

YOU HAVE TO
TRUST ME--
YOU'RE GOING
TO BE MORE
OF A HINDRANCE
THAN A HELP IN
THIS. I CAN'T
BE WORRYING
ABOUT A
POTENTIAL
ADDITION TO
THE BODY
COUNT.



YOU HAVE TO TRUST ME
BECAUSE I HAVE SOMETHING
MORE THAN A FEE AT
STAKE HERE--

--I HAVE
MY
LIFE.



FAR BELOW THE CITY STREETS
LIES THE DAILY BUGLE
MORGUE...

...WHERE OLD
STORIES ARE
LAID TO REST.

AND
OCCASIONALLY
UNBURIED.

COME ON! THERE'S
GOT TO BE **SOMETHING**
HERE...THE **SCORPION**
HASN'T SURFACED IN
THE LAST FEW HOURS--
THERE HAS TO BE
SOME CLUE HERE...
TIME'S RUNNING
SHORT...

...WHY AREN'T THERE
ANY FILES ON THE
SCORPION? IT'S
LIKE SOMEONE'S
REMOVED THEM ALL!

NOTHING!

FACE IT, BEN.
DESPITE ALL
THE JOKING
WITH CAGE,
YOU'RE
SCARED!

SLAMMM

I CAN FEEL THE **NEURO-TOXINS**
BREAKING DOWN MY SYSTEM...
CAN'T BE LONG NOW... I'M A BIG
FAILURE--MIGHT AS WELL
THROW IN THE TOWEL.

NO! WHAT AM I THINKING? WHAT
WOULD **UNCLE BEN** OR **AUNT**
MAY SAY IF THEY
COULD SEE ME?

I MIGHT HAVE
GOOFED UP AS
SPIDEY LATELY.
I MIGHT FAIL AND
DROP DEAD
TONIGHT. BUT IT
DOESN'T MATTER
AS LONG AS I USE
MY POWER FOR
WHAT I KNOW TO
BE **RIGHT**.

THE ONE MISTAKE I MADE WAS
NOT STOPPING THE BURGLAR WHO
ENDED UP MURDERING MY NAME-
SAKE--MY **UNCLE BEN PARKER!**

EVEN IF I **DIE**
TONIGHT--I **CAN'T**
LET ANOTHER FAMILY BE RUINED--
CAN'T LET MARLA MADISON WIND UP
A WIDOW--
LIKE POOR
AUNT MAY.

SITTING
DOWN ON
THE JOB?

HUNH?

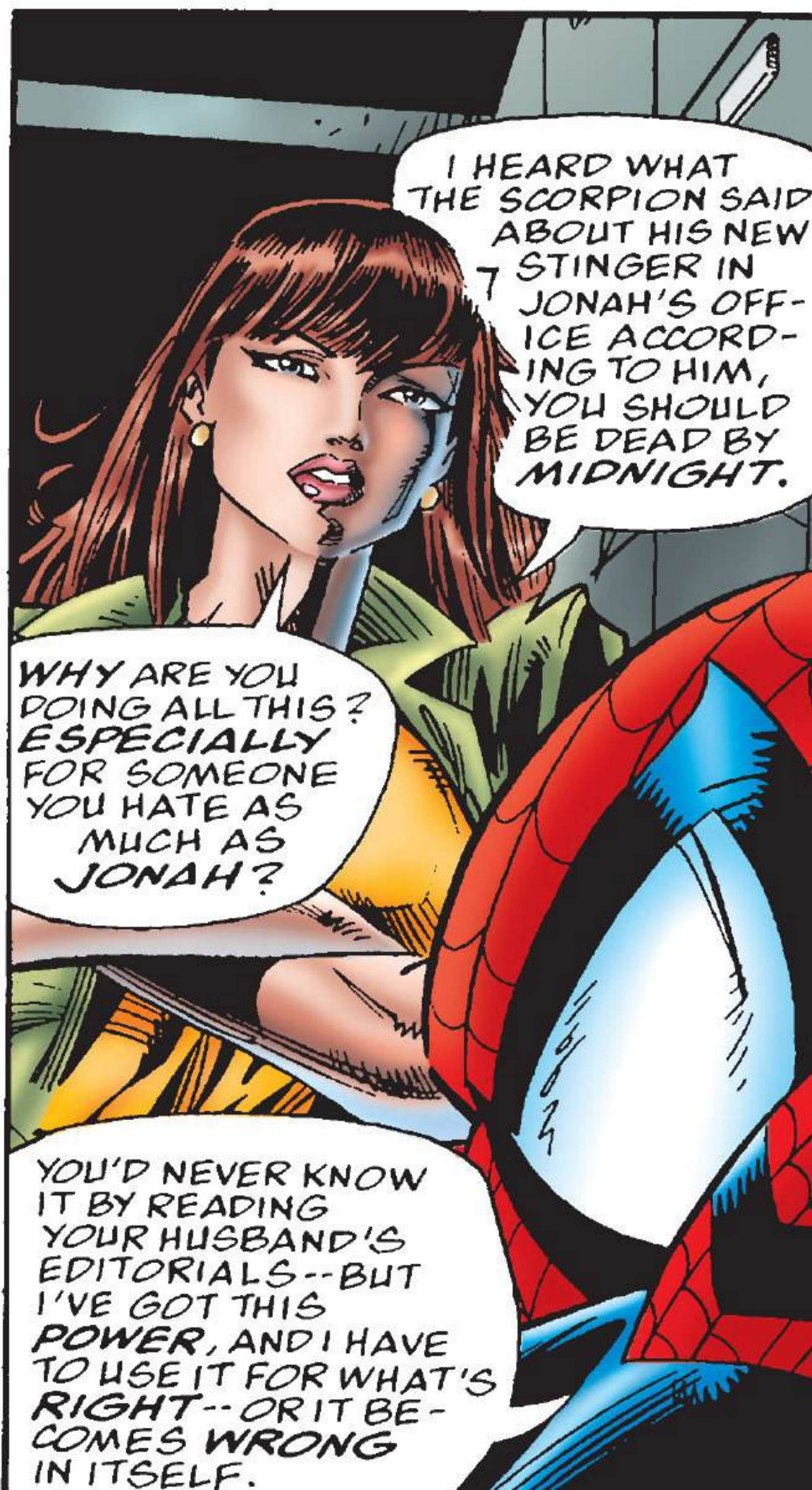


YOU HAUNT THIS BUILDING?

FUNNY... I DON'T THINK I'VE BEEN IN THIS BUILDING SO MUCH DURING THE WHOLE TIME I'VE BEEN MARRIED TO JONAH THAN I HAVE IN THE LAST 24 HOURS.

YOU'VE BEEN HAUNTING MY HUSBAND ALL THESE YEARS.

YOU'VE GOT THAT THE OTHER WAY AROUND, LADY.



I HEARD WHAT THE SCORPION SAID ABOUT HIS NEW STINGER IN JONAH'S OFFICE ACCORDING TO HIM, YOU SHOULD BE DEAD BY MIDNIGHT.

WHY ARE YOU DOING ALL THIS? ESPECIALLY FOR SOMEONE YOU HATE AS MUCH AS JONAH?

YOU'D NEVER KNOW IT BY READING YOUR HUSBAND'S EDITORIALS--BUT I'VE GOT THIS POWER, AND I HAVE TO USE IT FOR WHAT'S RIGHT--OR IT BECOMES WRONG IN ITSELF.



AND THERE'S NO HESITATION--BECAUSE THAT'S WHAT MAKES ME WHO I AM.

YOU SOUND LIKE MY HUSBAND.

CAN'T SAY I LIKE THE SOUND OF THAT.



I'M SURE JONAH WOULDN'T LIKE THE SOUND OF THAT--

--OR TO HEAR ME ADMIT YOU COULD DO SOME GOOD. BUT WE ALL MAKE MISTAKES.

THE ONLY THING WRONG IS NOT TRYING TO DO BETTER ONCE WE RECOGNIZE IT.

THAT RECOGNITION IS THE STING OF CONSCIOUSNESS--IT TELLS US WHEN WE DO SOMETHING RIGHT, OR WRONG.

NEED A HAND... HERO.



THANKS.

YOU KNOW, DOC, I UNDERSTAND WHAT YOU'RE SAYING BETTER THAN YOU WILL EVER KNOW.

SPIDER-MAN, I HAVE A THEORY. THIS COSTUME YOU WEAR IS A ROLE YOU ASSUME--YOU PLAY AT BEING A HERO.

MAC GARGAN--THE SCORPION--IS NO DIFFERENT IN HIS ROLE-PLAYING...



HE WAS TALKING ABOUT GARGAN BEING KILLED. PERHAPS IN HIS DERANGED STATE HE'S CONFUSING HIS BECOMING THE SCORPION WITH 'GARGAN' BEING 'KILLED'.

STUDIES REVEAL THAT CRIMINALS REALLY DO RETURN TO THE SCENE OF THE CRIME--LIKE THE OLD CLICHE.

PERHAPS THE SCORPION HAS RETURNED TO THE SITE OF GARGAN'S 'MURDER'...



SPIDER-MAN?!

THE BUGLE
STAYS OPEN
ALL NIGHT...

ACROSS TOWN, THE
RAND / MEACHUM
CORP. CLOSES ON THE
DOT OF FIVE--NO
OFFICE WORKERS
ALLOWED ON THE
PREMISES. THERE
ARE THINGS THE
RESEARCH DEPT.
DOES AFTER HOURS
THEY DO NOT
WANT SEEN.

EVEN WITH STATE-
OF-THE-ART,
COMPUTERIZED
SECURITY--THERE
IS THE OCCASIONAL
UNWELCOMED
VISITOR...

Hmph! MISTY
WOULDN'T HELP ME
GET INTO THIS LAB--
SAID IT WOULD
VIOLATE DANNY'S
TRUST. BUT I DON'T
NEED HER. LUKE
CAGE CAN FEND FOR
HIMSELF.

C'MON!
WHY WON'T
THIS LOCK
OPEN?

Hnh? DOOR'S
OPENING BY ITSELF
--GUESS I'VE BEEN
EXPECTED.

YOU COULD NOT
DO A THING I WOULD
NOT PREDICT, YOU
POOR EXCUSE FOR
A FREELANCE
INVESTIGATOR.

I'LL EXPLAIN EVERYTHING
CLEARLY--BECAUSE YOUR
POOR EXCUSE FOR A BRAIN
REQUIRES SUCH, CAGE.
YOU WALKED INTO A TRAP.
MY TRAP.

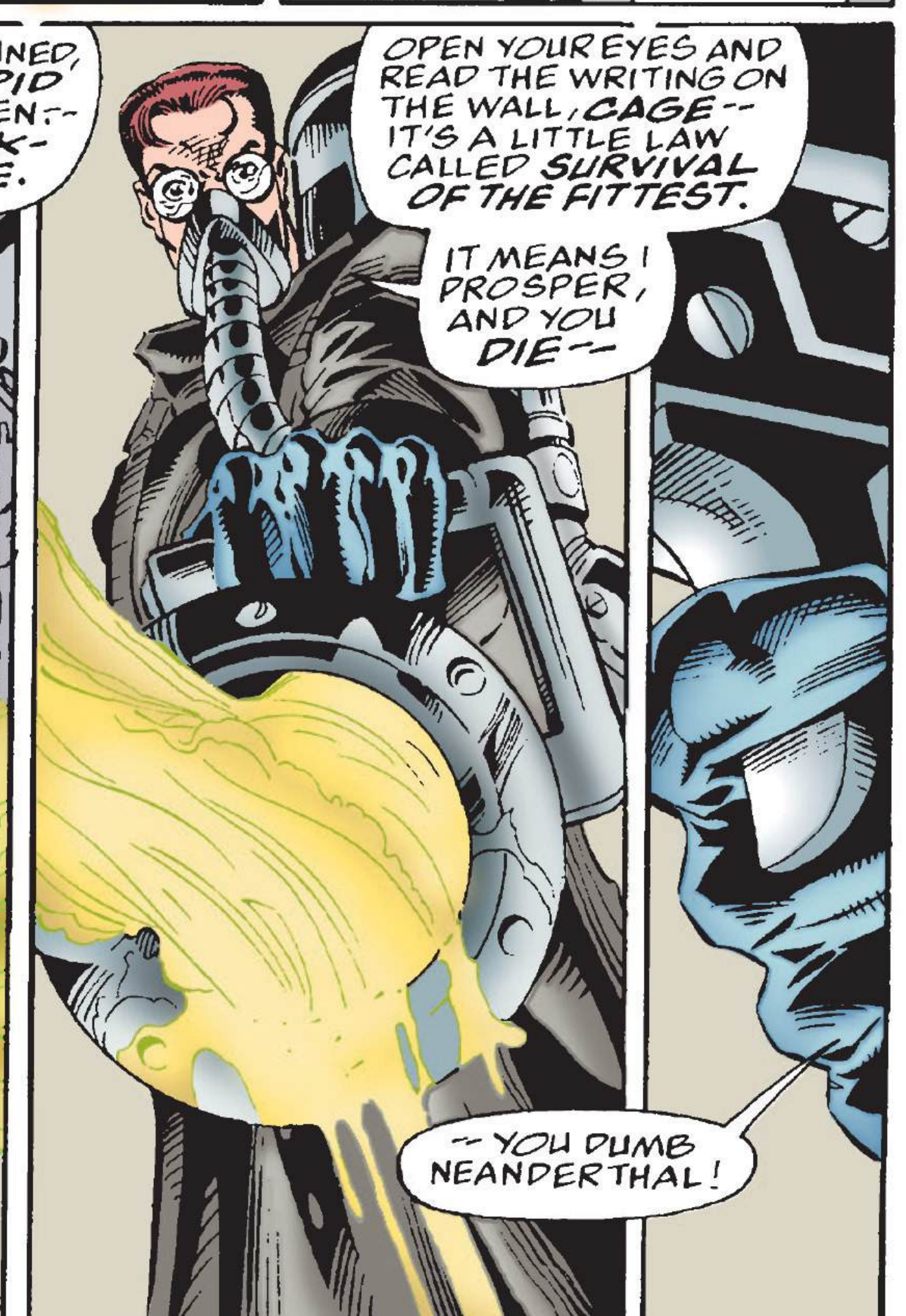
THIS CANNON FIRES A UNIVERSAL
SOLVENT. IT WILL MELT THROUGH
ANYTHING--INCLUDING YOUR
STEEL-HARD FLESH.

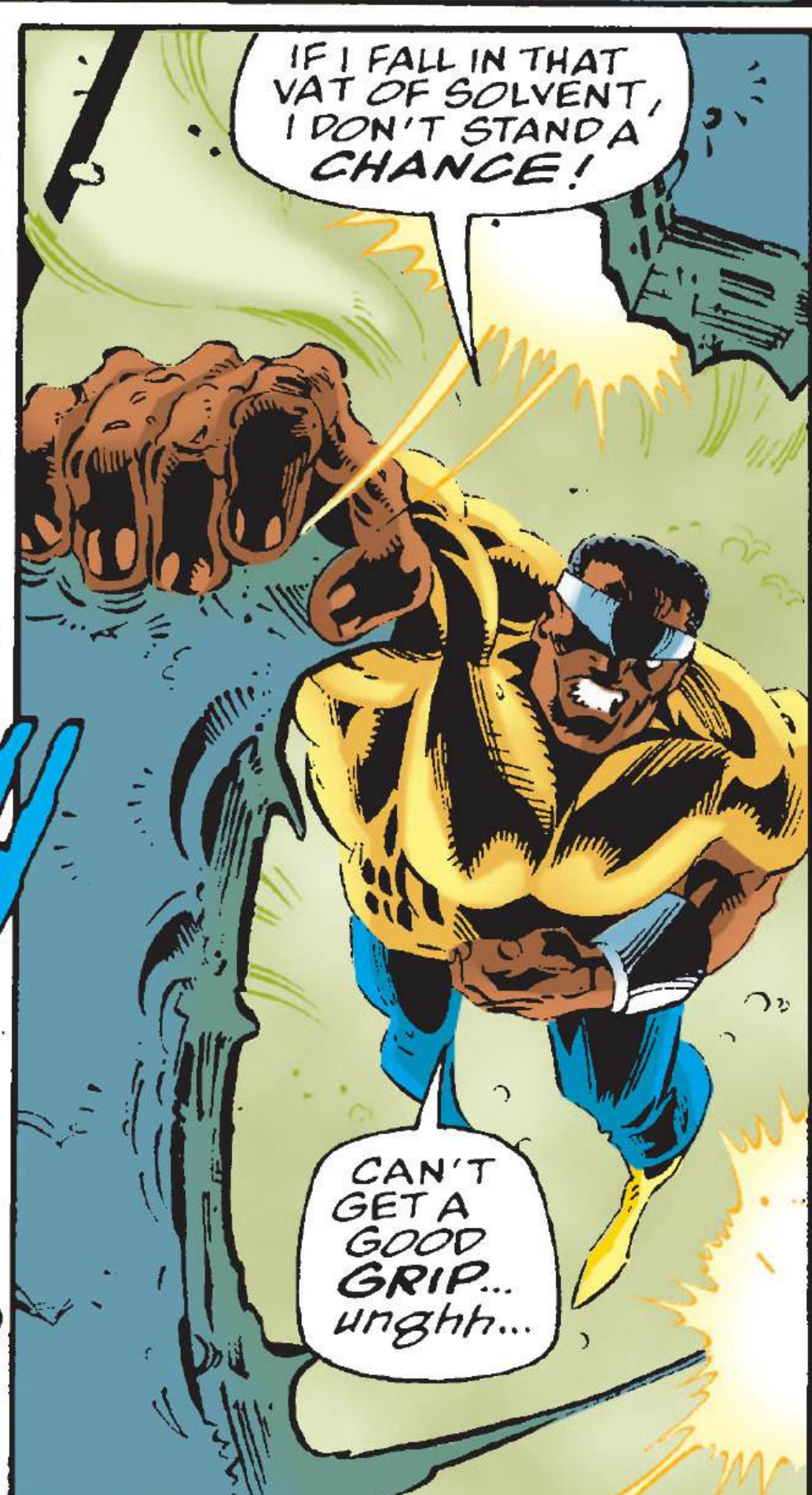
I DESIGNED IT
SPECIFICALLY TO
GET RID OF YOU--
JUST AS I RE-
DESIGNED THE
SCORPIONS
GEAR TO KILL
SPIDER-MAN.

GIVEN MY
SUPERIOR
INTELLECT
AND
SUFFICIENT
TIME, I CAN
MAKE
SOMETHING
TO TAKE
OUT ANY-
ONE--

--ESPECIALLY
AN INFERIOR
SPECIMEN LIKE
YOU!

SLAMM

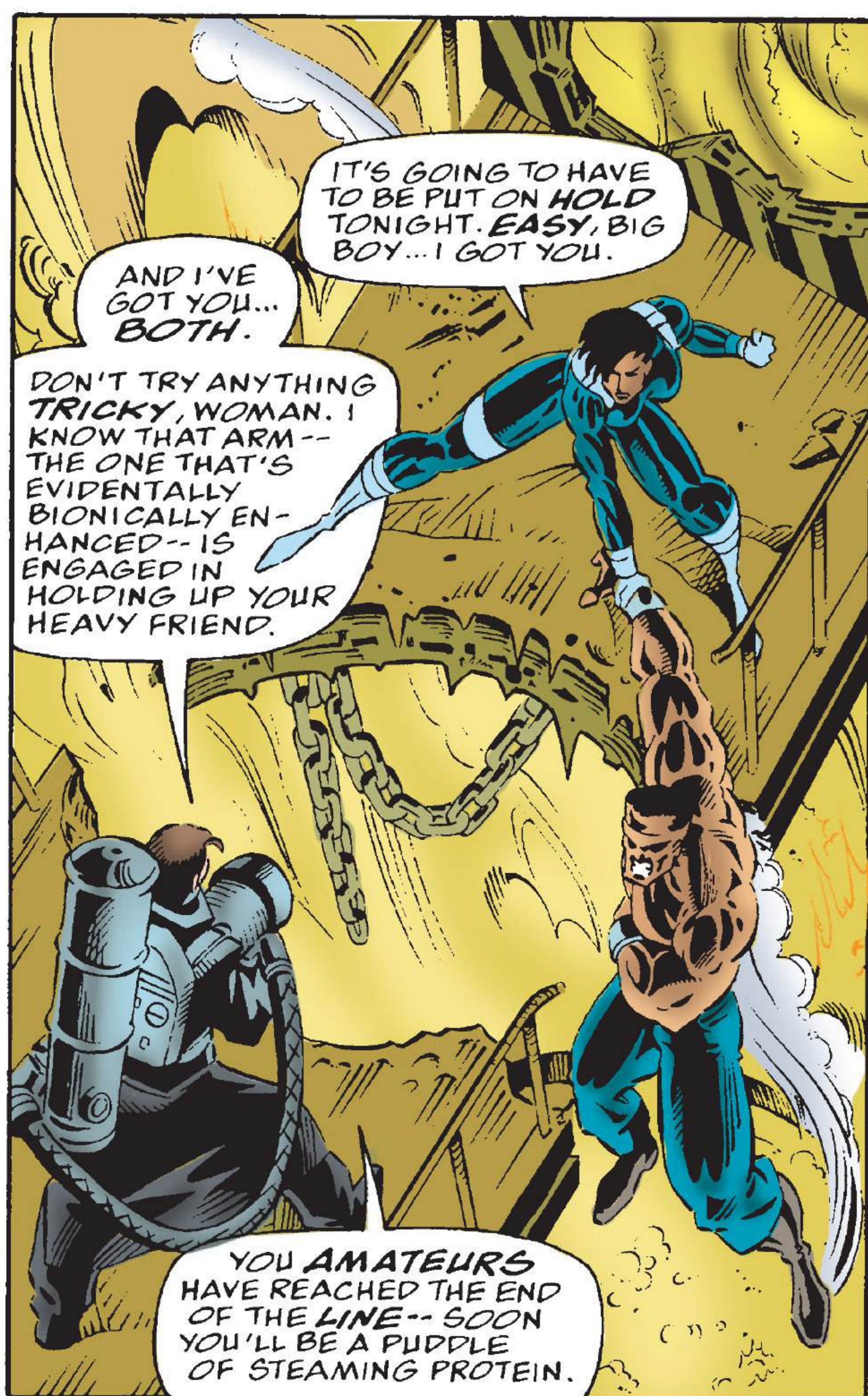






YOU'RE NOT GOING ANYWHERE, BUTTERFINGERS!

WHATEVER HAPPENED TO DANNY'S TRUST?



AND I'VE GOT YOU... BOTH.

DON'T TRY ANYTHING TRICKY, WOMAN. I KNOW THAT ARM-- THE ONE THAT'S EVIDENTALLY BIONICALLY ENHANCED-- IS ENGAGED IN HOLDING UP YOUR HEAVY FRIEND.

IT'S GOING TO HAVE TO BE PUT ON HOLD TONIGHT. EASY, BIG BOY... I GOT YOU.

YOU AMATEURS HAVE REACHED THE END OF THE LINE-- SOON YOU'LL BE A PUDDLE OF STEAMING PROTEIN.



I'VE HAD ENOUGH OF THIS PIP-SQUEAK!

KRANKLE



CALCULATE THIS, COLLEGE BOY!

SSSHHHOO



TRAT

AIEEEEE*



POOSH



HEY LUKE,
WHAT'RE THE
CHANCES
THAT CREEP'S
STILL
ALIVE?

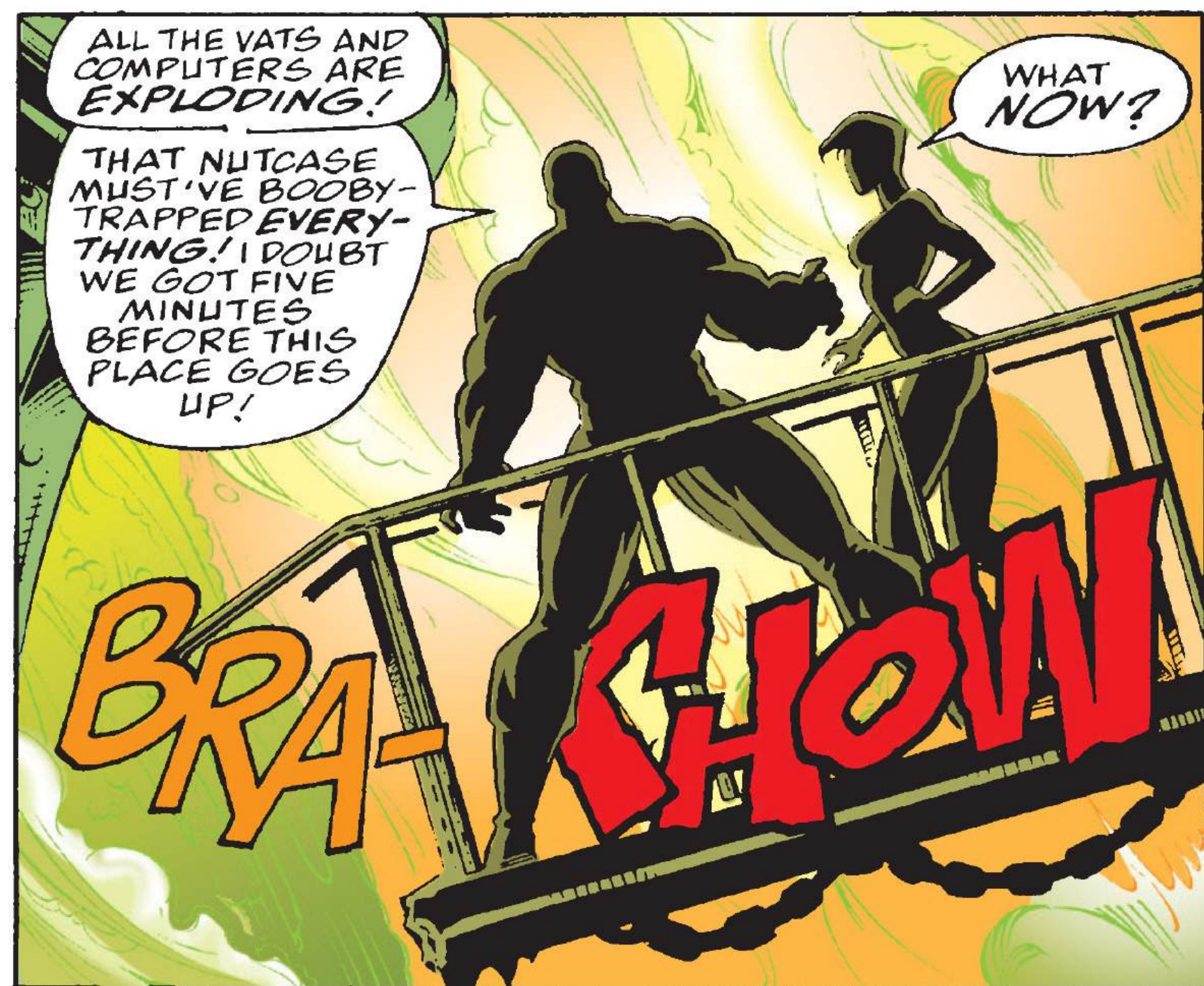
NONE.
SAME CHANCES
QUARTERMASTER
GAVE US.

MISTY, I DON'T TAKE THESE
THINGS LIGHTLY-- I GREW UP
WITH PEOPLE BEING KILLED
AROUND ME.

IF I THOUGHT I HAD A
CHOICE, QUARTERMASTER'D
STILL BE STANDING
HERE.

BUT WE GOT A **JOB** TO DO, OR
THERE MIGHT BE TWO MORE DEATHS
BEFORE MORNING. WE GOTTA FIND
A SERUM IF IT'S HERE-- OR SPIDEY'S
A **GONER**.

KRAVATLE



ALL THE VATS AND
COMPUTERS ARE
EXPLODING!

THAT NUTCASE
MUST'VE BOOBY-
TRAPPED EVERY-
THING! I DOUBT
WE GOT FIVE
MINUTES
BEFORE THIS
PLACE GOES
UP!

WHAT
NOW?

BRA-CHOW



SEARCH QUICK
AND TRY NOT
TO GET
SCORCHED!

I'M ON
IT!

HEAVEN
HELP US.



ON THE ABANDONED TIP OF ROOSEVELT ISLAND, OVERLOOKING MANHATTAN, LIES THE RUINS OF THE ORIGINAL RAVENCROFT HOSPITAL --

--WHERE THE MOST VIOLENTLY INSANE CRIMINALS WERE LOCKED AWAY FOR LIFE IN NINETEENTH CENTURY NEW YORK.

IT'S BEEN CLOSED DOWN SINCE THE OPENING OF THE MORE HUMANE INSTITUTE ACROSS THE RIVER.

BUT THEY SAY THE GHOSTS OF THOSE TORTURED MADMEN STILL ROAM THE CRUMBLING HALLS...

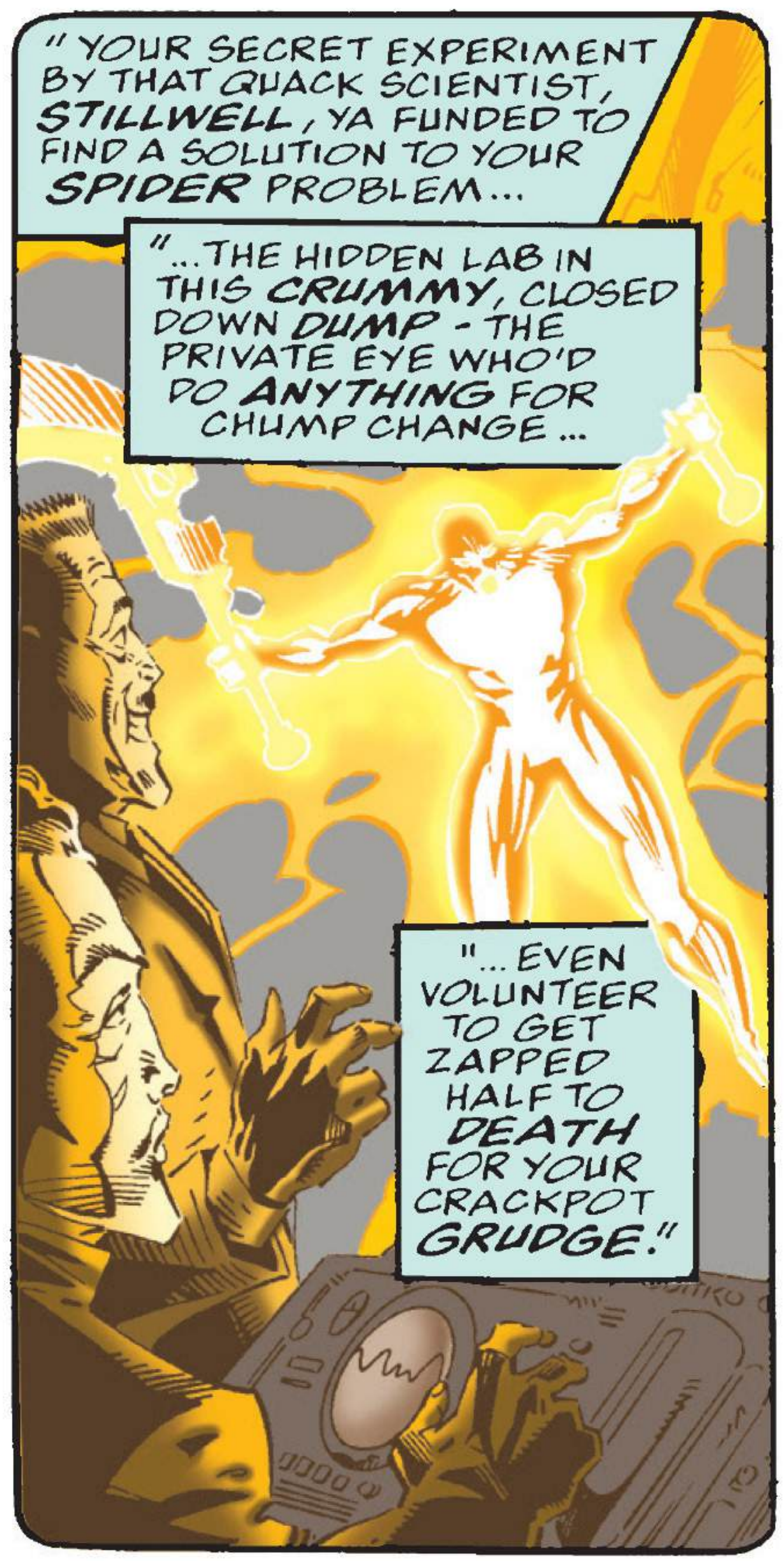


...EVEN TONIGHT.

DON'T SAY THAT NAME -- DON'T YOU DARE MENTION GARGAN!

WHAT ARE YOU TALKING ABOUT? YOU--YOU ARE GARGAN!

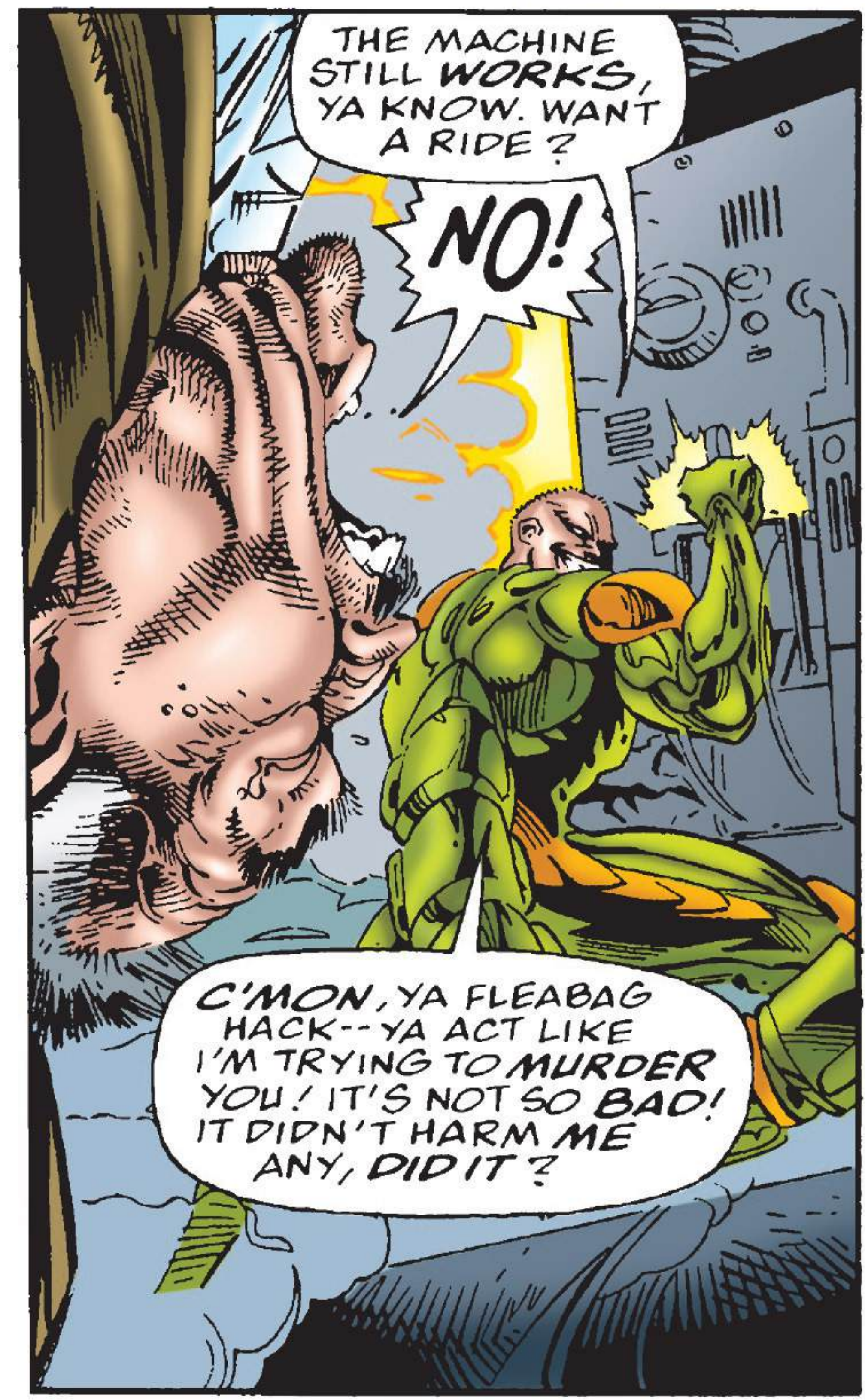
Ah... OUR LITTLE SECRET, RIGHT, JAMESON?



"YOUR SECRET EXPERIMENT BY THAT QUACK SCIENTIST, STILLWELL, YA FUNDED TO FIND A SOLUTION TO YOUR SPIDER PROBLEM..."

"...THE HIDDEN LAB IN THIS CRUMMY, CLOSED DOWN DUMP - THE PRIVATE EYE WHO'D DO ANYTHING FOR CHUMP CHANGE..."

"...EVEN VOLUNTEER TO GET ZAPPED HALF TO DEATH FOR YOUR CRACKPOT GRUDGE!"



THE MACHINE STILL WORKS, YA KNOW. WANT A RIDE?

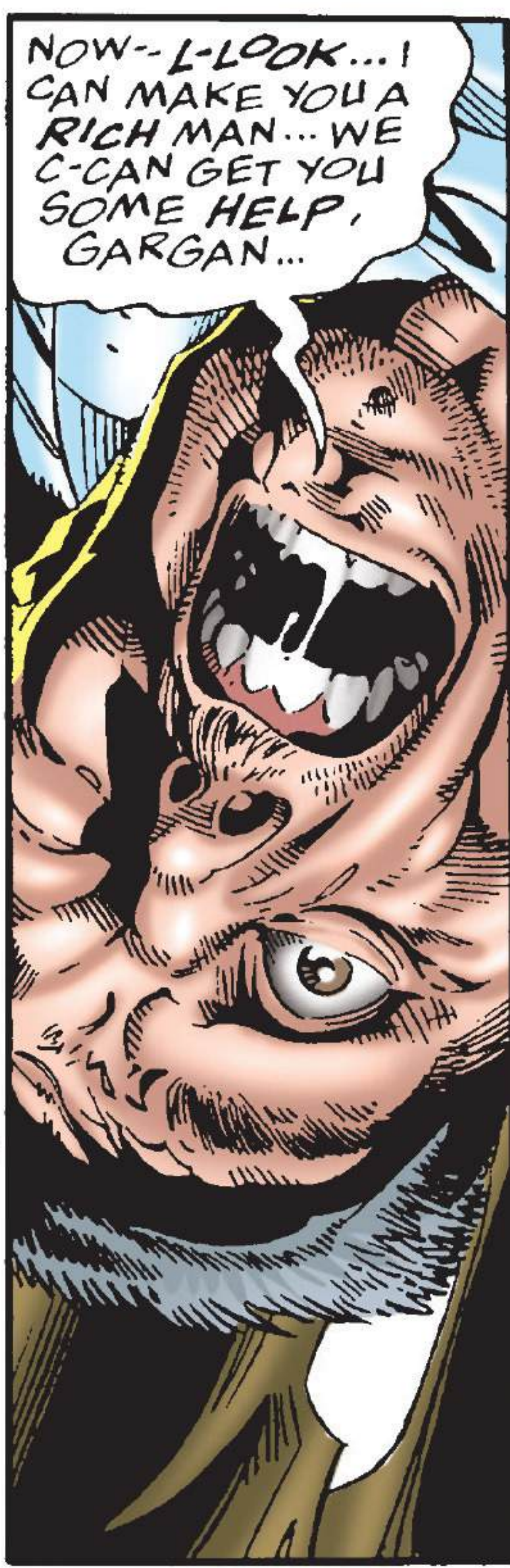
NO!

C'MON, YA FLEABAG HACK--YA ACT LIKE I'M TRYING TO MURDER YOU! IT'S NOT SO BAD! IT DIDN'T HARM ME ANY, DID IT?



Nah-- YOU'RE NOT STRONG ENOUGH TO TAKE WHAT I DID. IT'D FRY YER BRAIN CRISPY... MAKE YOU KOOKY. I GOT BETTER THINGS PLANNED FOR YA.

KLIK



NOW-- L-LOOK...! I CAN MAKE YOU A RICH MAN... WE C-CAN GET YOU SOME HELP, GARGAN...



NOT GARGAN--

ch-RP

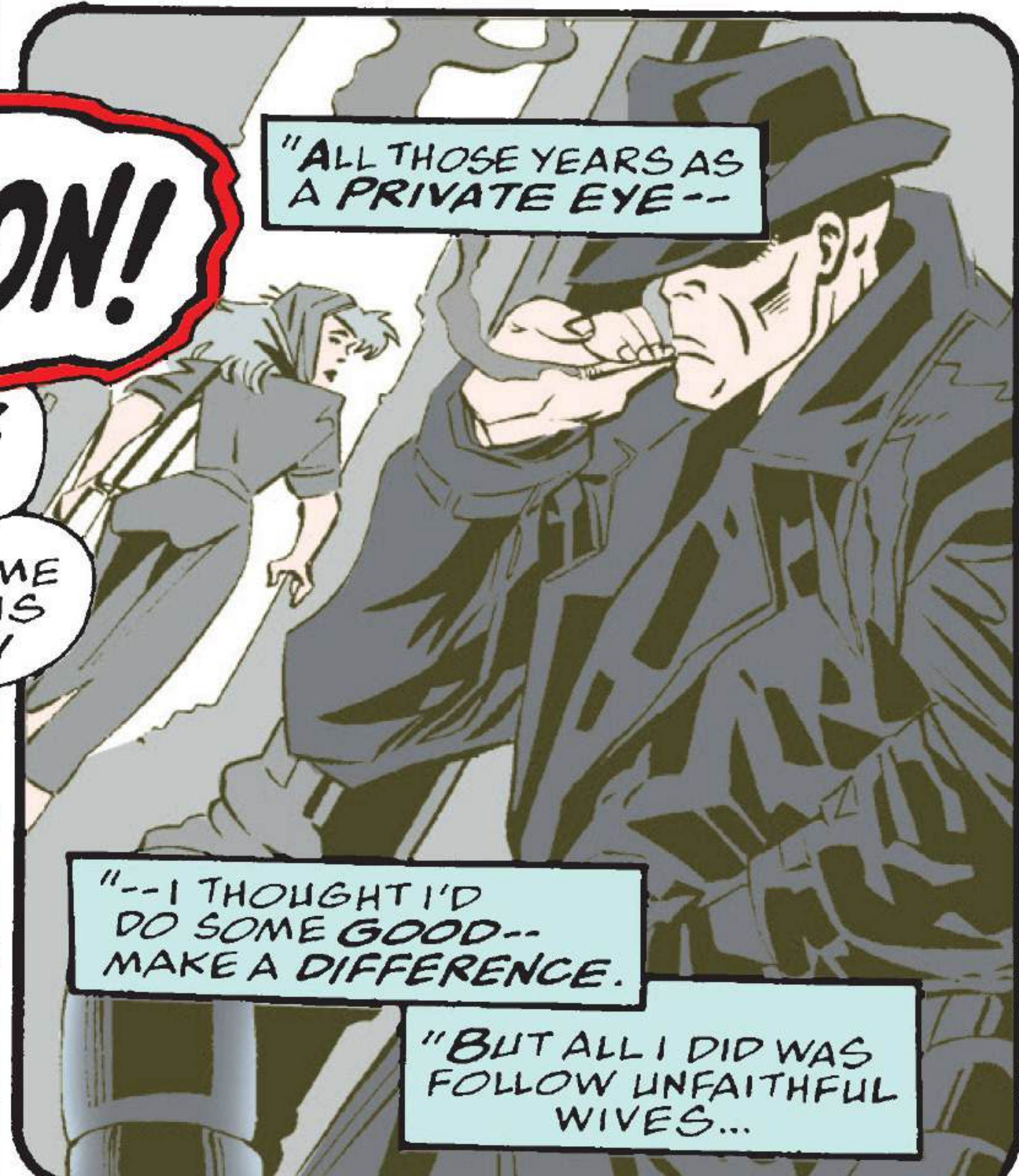
ACK!



...THE
SCORPION!

NEVER
GARGAN
AGAIN!

I DID MY TIME
--THAT LIFE IS
GONE!!



"ALL THOSE YEARS AS
A PRIVATE EYE--

--I THOUGHT I'D
DO SOME GOOD--
MAKE A DIFFERENCE.

"BUT ALL I DID WAS
FOLLOW UNFAITHFUL
WIVES...



"...GET PHOTOS FOR
BLACKMAILERS
...JUST TO MAKE
THE RENT AND
EAT."

ALL THOSE
YEARS GAVE ME
A LESSON ON
HOW **UGLY** THE
AVERAGE JOE
IS--

--HOW ALL THAT MORAL
JUNK YA PEDDLE IN YER
PAPER IS A FAT LOAD
OF **BUNK**.

YA'D **CHOK**
ON ALL THE MISERY
I HAD TO **SWALLOW**
DURING THOSE YEARS
ON THE STREET.

I JUST WASHED IT
DOWN WITH MY OLD
CHEAP **BOTTLE**--
WAITING--HOPING--

--PRAYING FOR A
TICKET OUT OF MY
TWO-BIT, RAT-
INFESTED OFFICE.

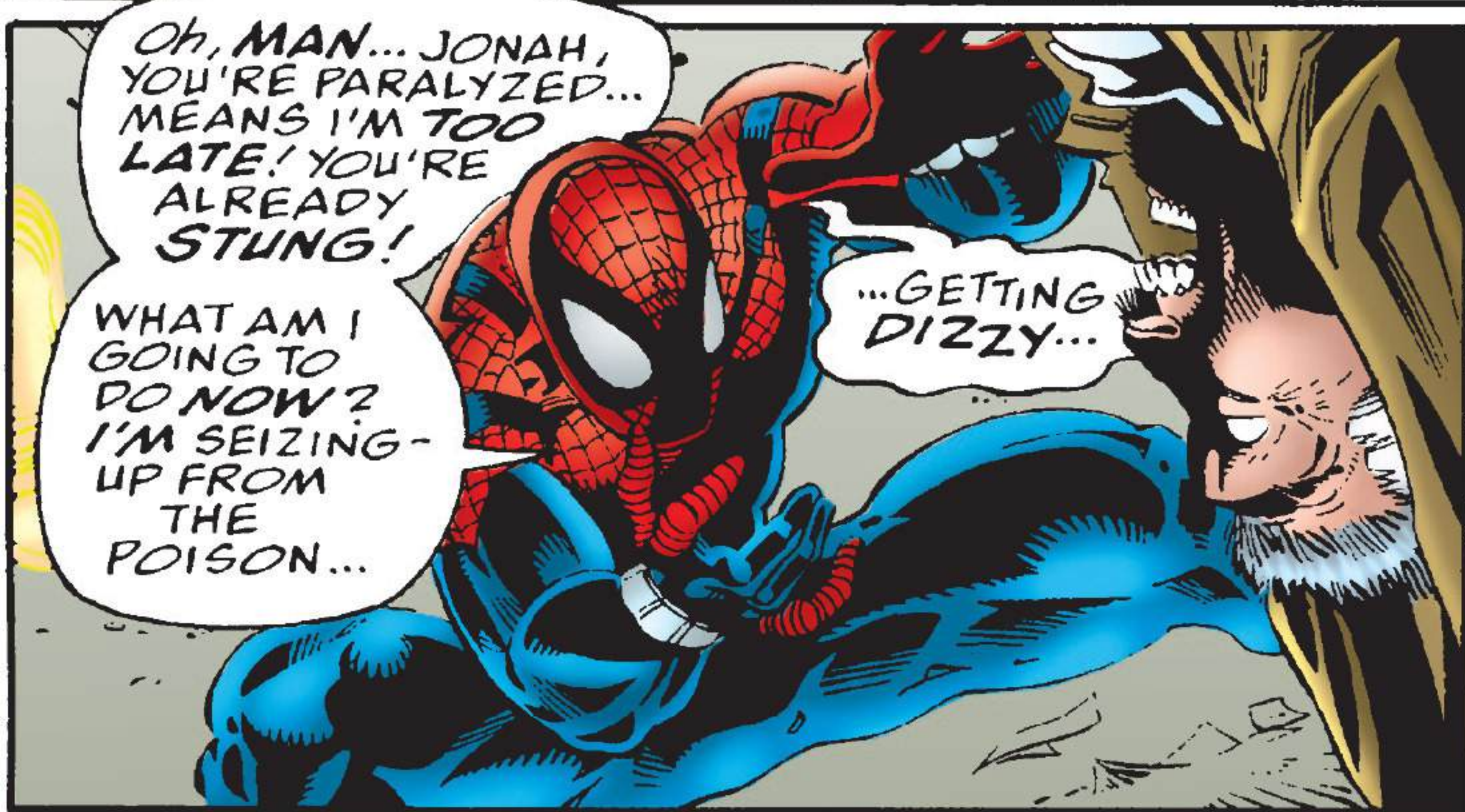
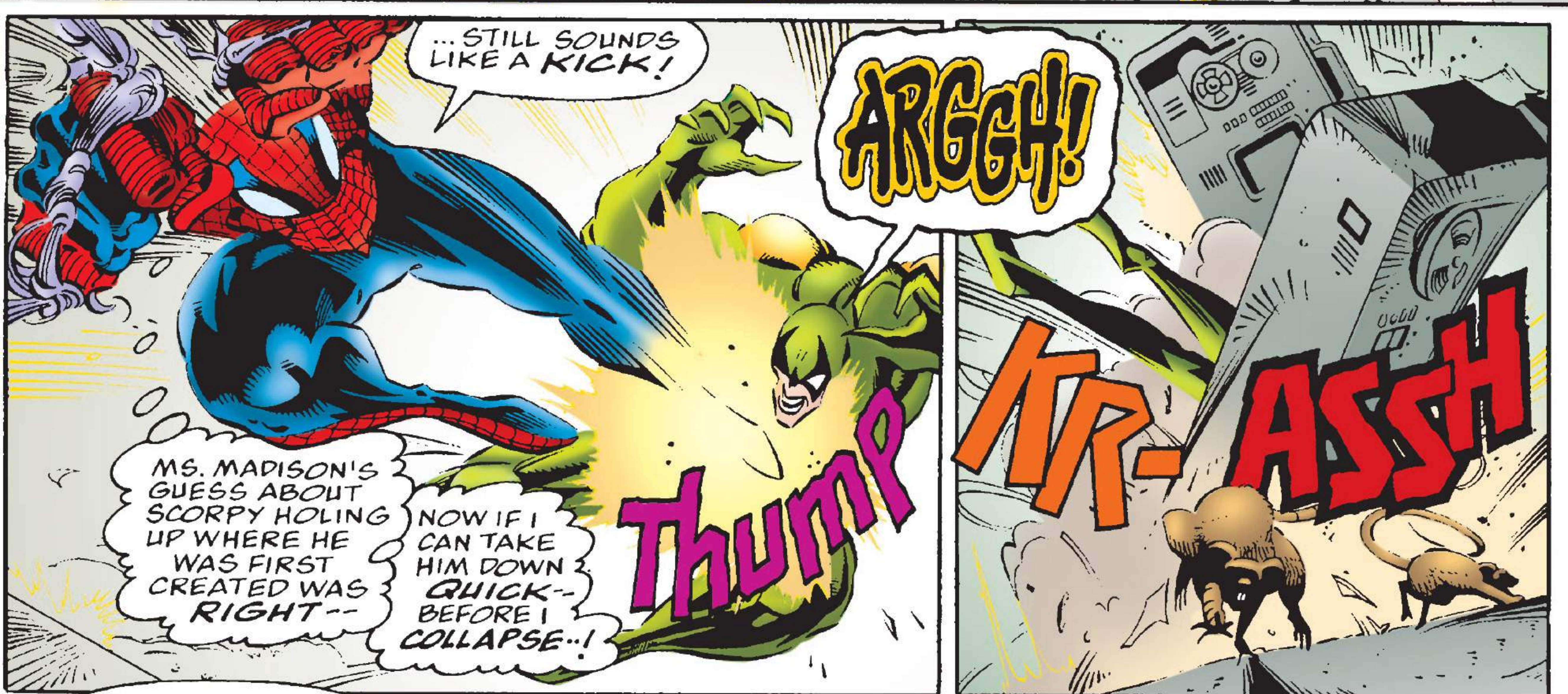
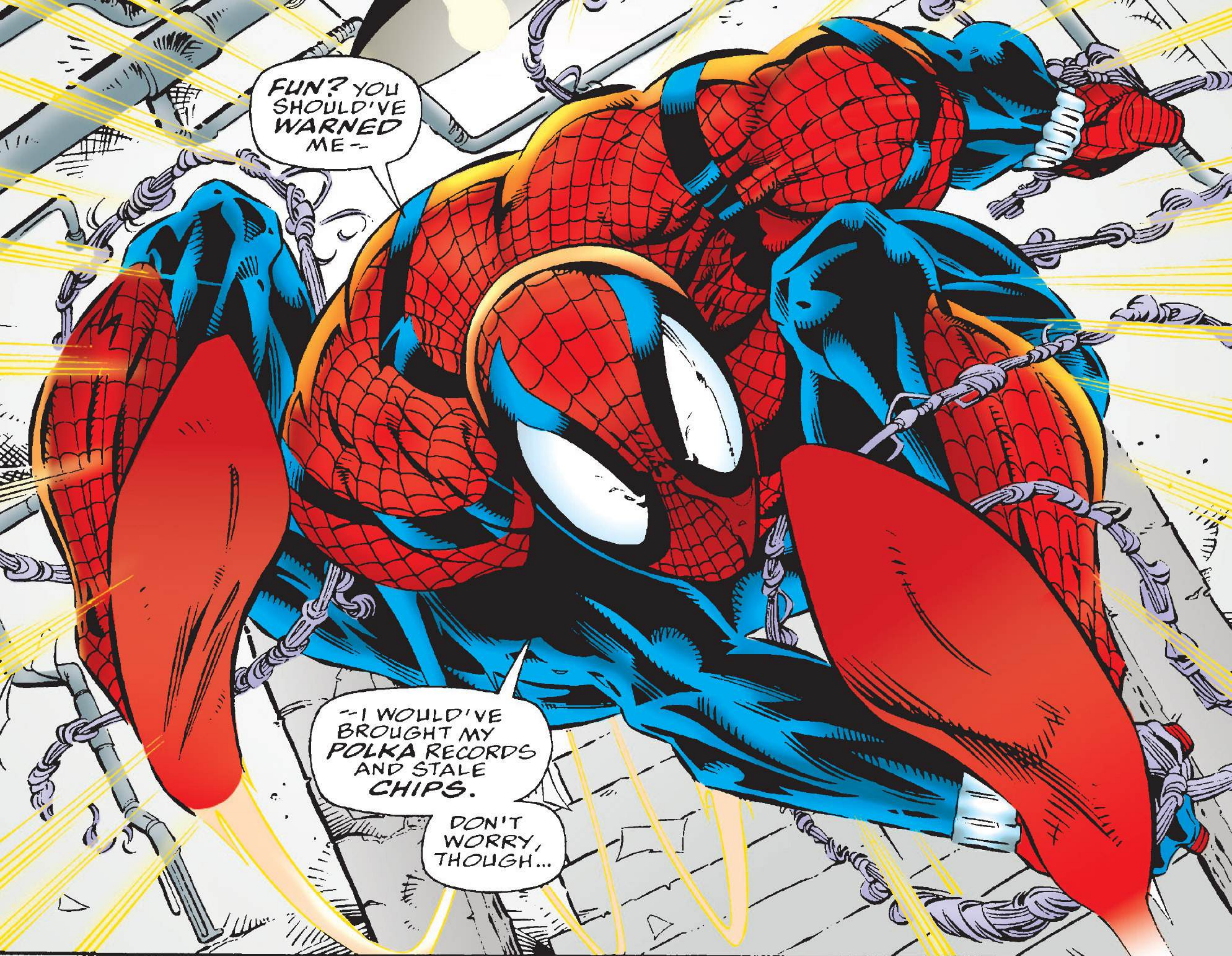
AND YOU
GAVE IT TO ME,
JERK.

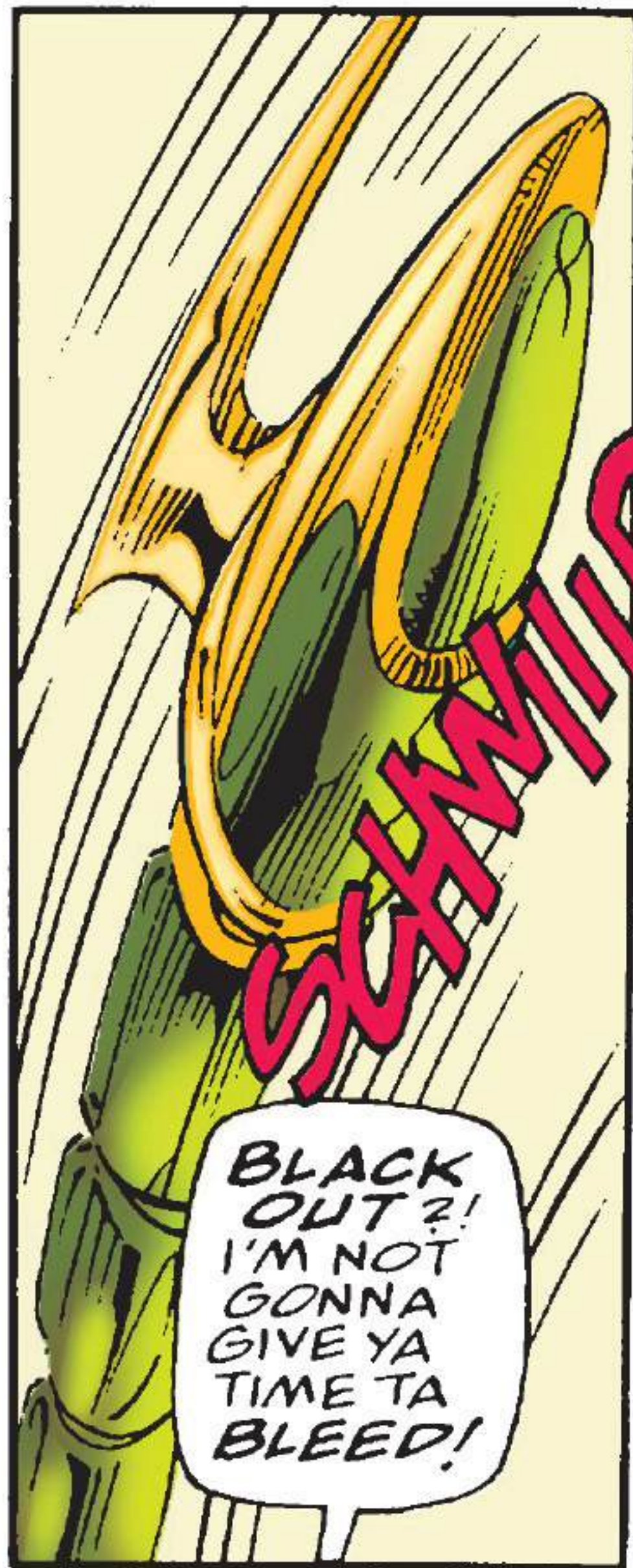
YOU THOUGHT YOU'D
CREATED THE PERFECT
LITTLE SLAVE-- BUT YA
SET FREE THE **SCORPION!**
NO MORE, LITTLE MAN!
NEVER AGAIN!

I GOT THE POWER
TO RISE ABOVE YA ALL!
LEAVE YA A BIG, BLOODY
MESS... Haha... I GOT
ANOTHER **SECRET**
FOR YA, JAMESON...

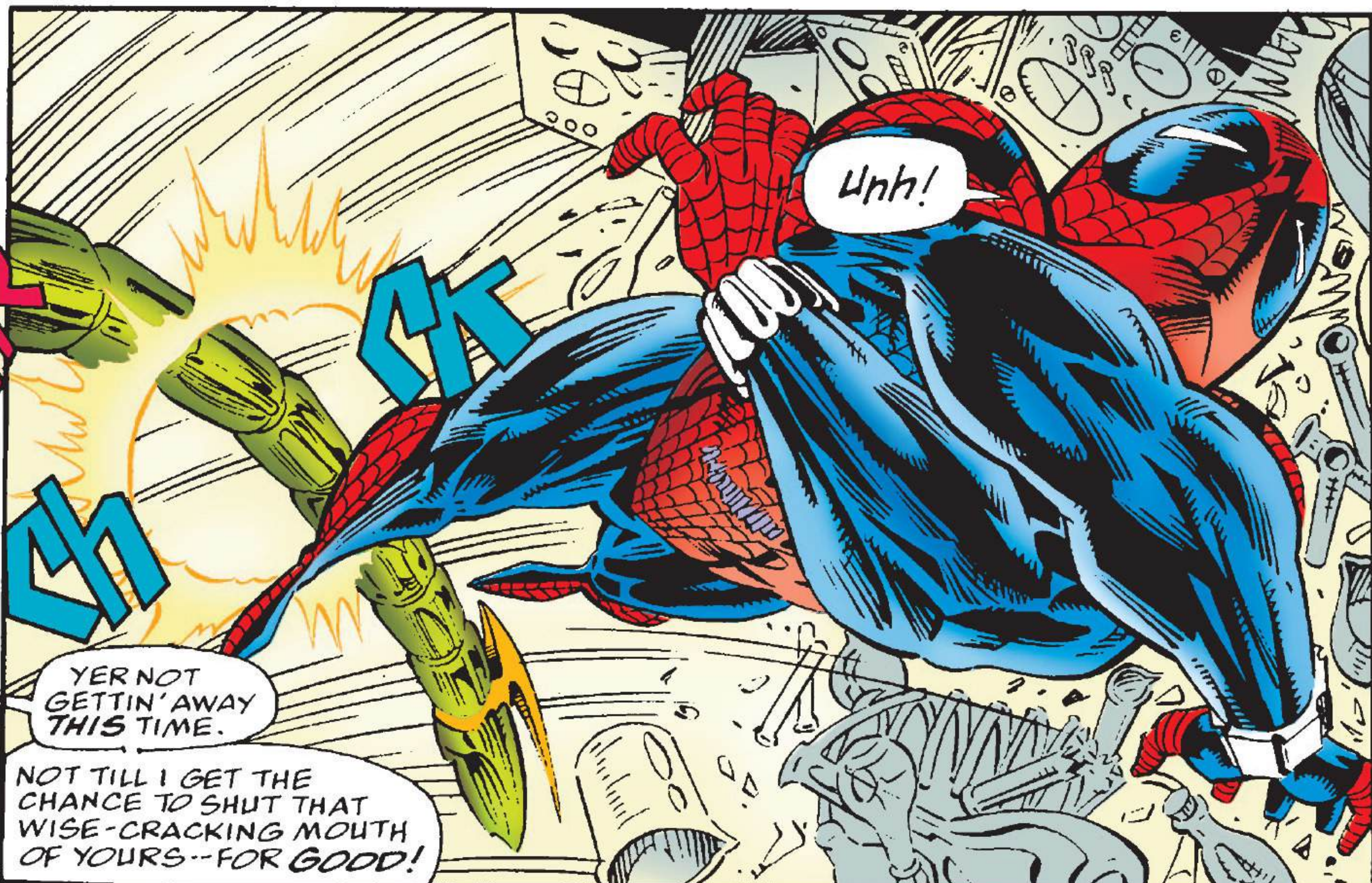


...I DON'T LIKE YOU. TO **BLAZES**
WITH MY BOSS'S ORDERS! I'M
GOING TO TEAR YOU OPEN
AND CHOK YOU WITH YOUR
OWN **INTESTINES**. THEN
I'M GOING TO START HAVIN'
SOME **FUN** WITH YA...





BLACK
OUT?!
I'M NOT
GONNA
GIVE YA
TIME TA
BLEED!



YER NOT
GETTIN' AWAY
THIS TIME.

NOT TILL I GET THE
CHANCE TO SHUT THAT
WISE-CRACKING MOUTH
OF YOURS--FOR GOOD!



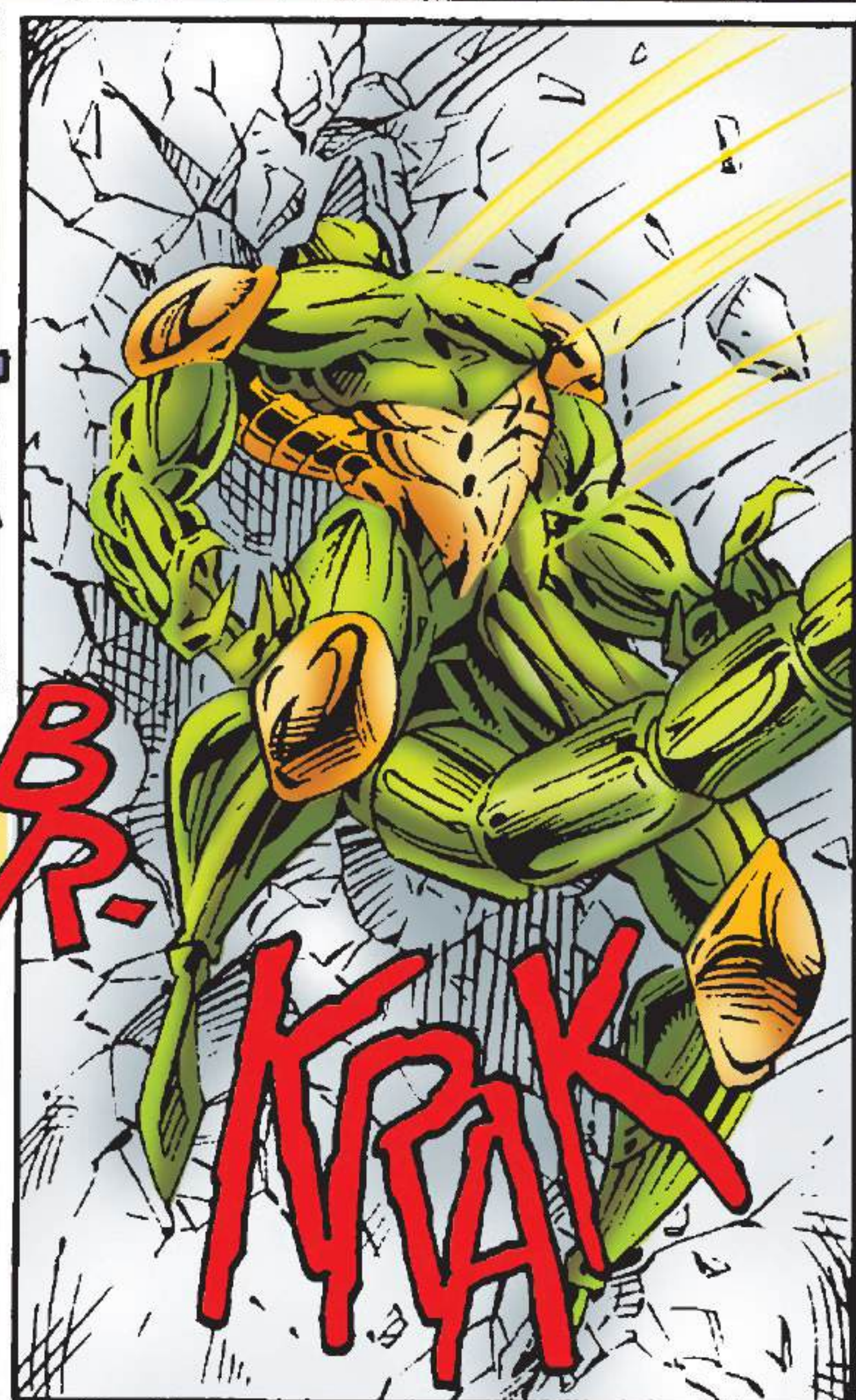
WHERE ARE YA? YOU CAN'T HIDE!
I'M GONNA FIND YA AND THEN I'M
GONNA WRING YER NECK UNTIL
THOSE BIG POPEYES OF YOURS
GO SHOOTIN' OUT EAST AN'
WEST!

YOU THOUGHT YOU COULD
BEAT AROUND OL' MAC
GARGAN*-- WELL THIS 'DEAD'
MAN'S GONNA TEACH YA A
LESSON, EVEN IF I GOTTA
CRACK OPEN YER SKULL
AND BEAT IT INTO YOUR
SQUISHY BRAIN!

*IT WAS THE
OTHER SPIDER-
MAN, PETER
PARKER,
WAAAAY
BACK IN
SPEC. SPIDER-
MAN #216
--THE OTHER
RALF.



DID SOMEBODY ORDER
A SIDE OF CRACKED
SKULL OVER-EASY?



B.R.



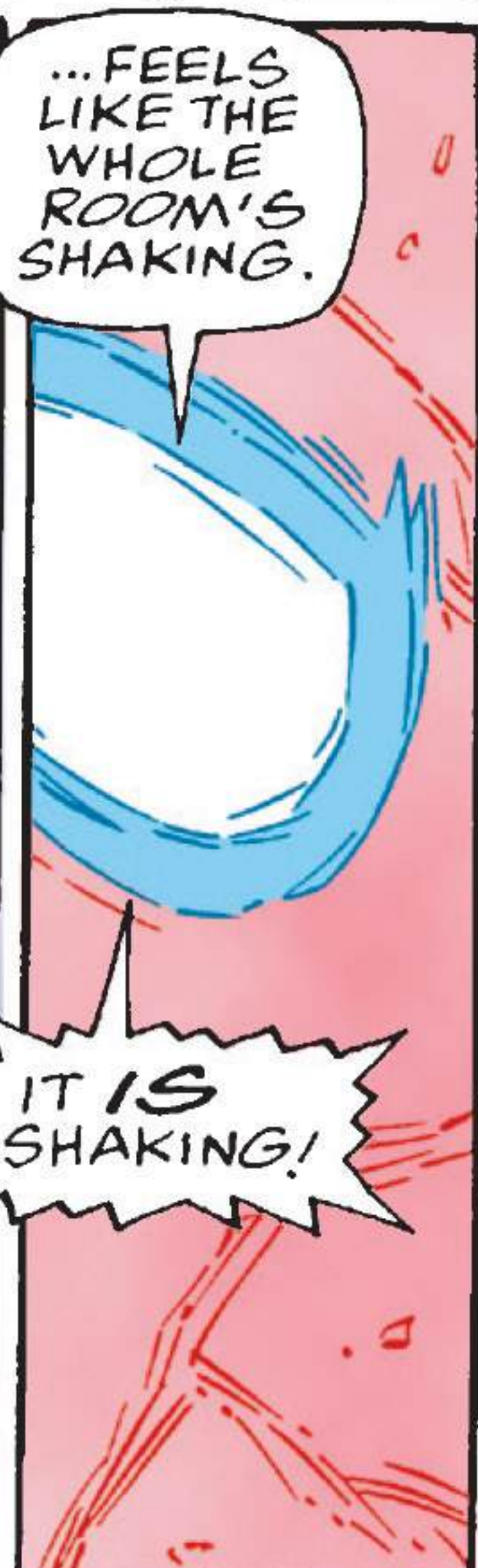
YOU'RE GONNA
SUFFER FOR
THAT, PUNK!

HOLD THAT
POSE, SWEETIE,
IT'S A KODAK
MOMENT!



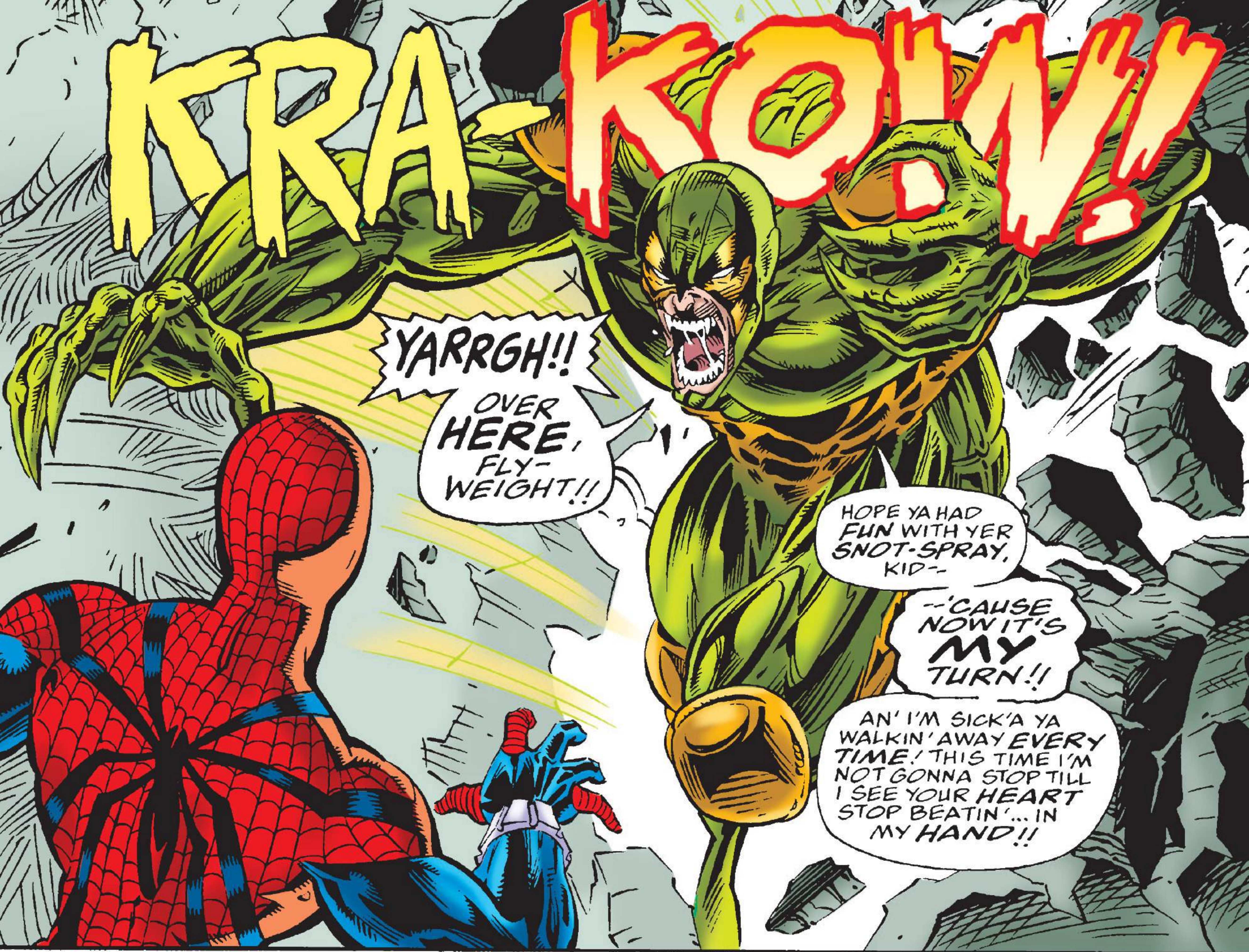
USED UP ALL
MY WEB-
FLUID...

...HOPE THAT
HOLDS HIM. THAT
PUNCH TOOK ALL
I HAD. CAN BARELY
STAND...



...FEELS
LIKE THE
WHOLE
ROOM'S
SHAKING.

IT IS
SHAKING!



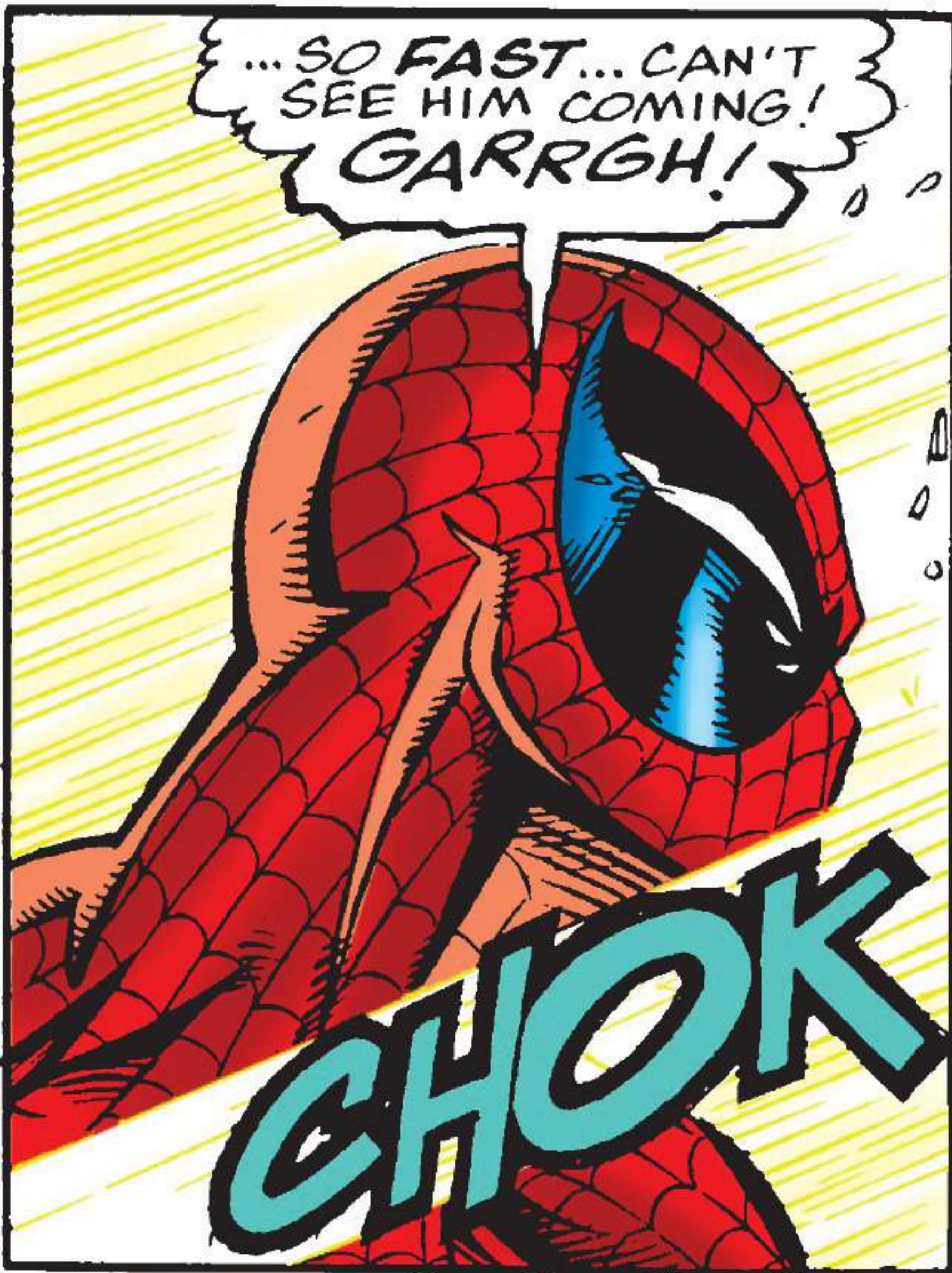
YARRGH!!

OVER
HERE,
FLY-
WEIGHT!!

HOPE YA HAD
FUN WITH YER
SNOT-SPRAY,
KID--

--'CAUSE
NOW IT'S
MY
TURN!!

AN' I'M SICK'A YA
WALKIN' AWAY EVERY
TIME! THIS TIME I'M
NOT GONNA STOP TILL
I SEE YOUR HEART
STOP BEATIN'... IN
MY HAND!!



... SO FAST... CAN'T
SEE HIM COMING!
GARRGH!

CHOK



... NOT GOING TO LET
HIM BEAT ME...
WON'T--

SHOK



--Fall!

CH

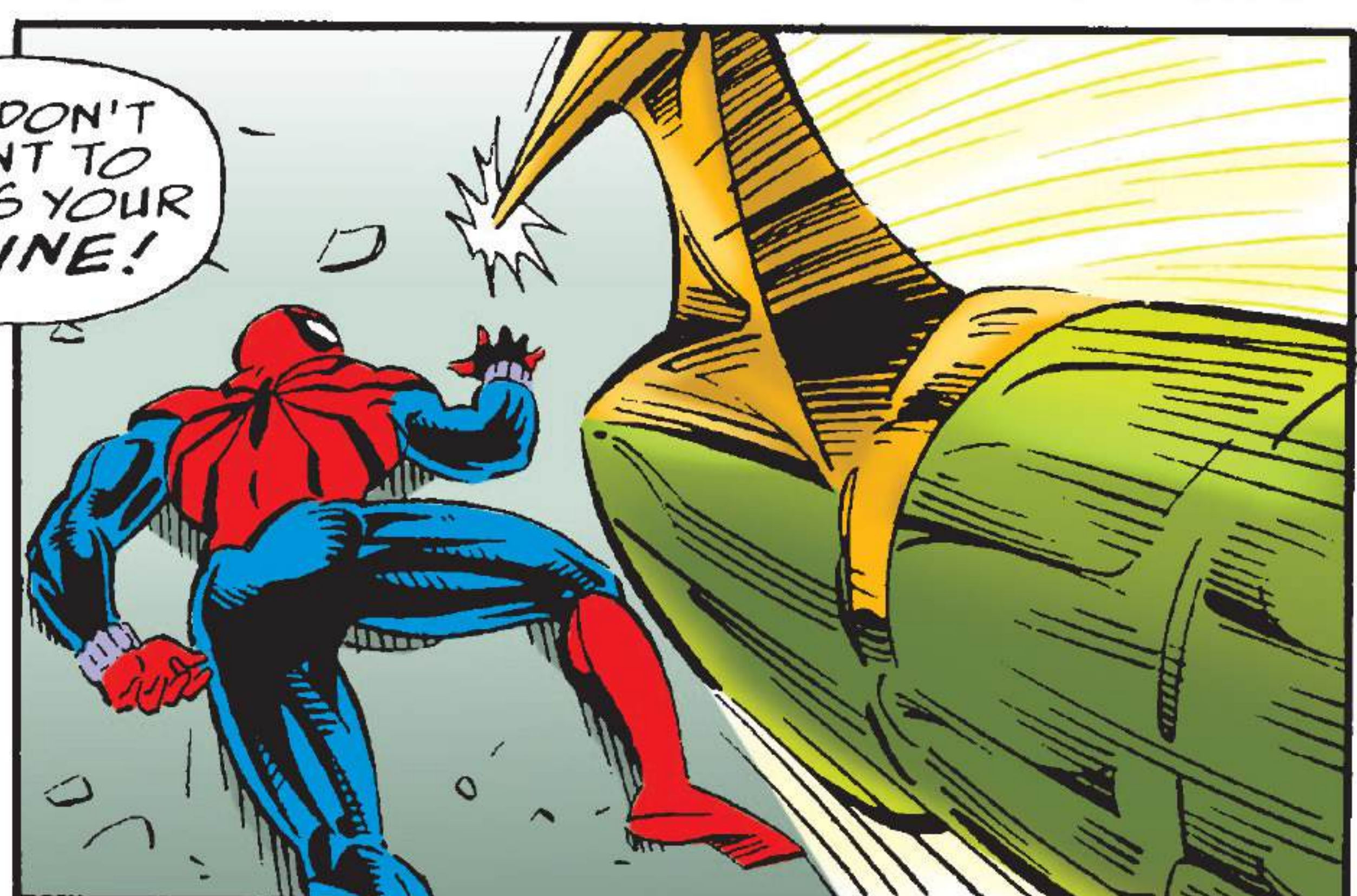
KRAK

Hah-
Hah!



DON'T MOVE,
INSECT--

--I DON'T
WANT TO
MISS YOUR
SPINE!



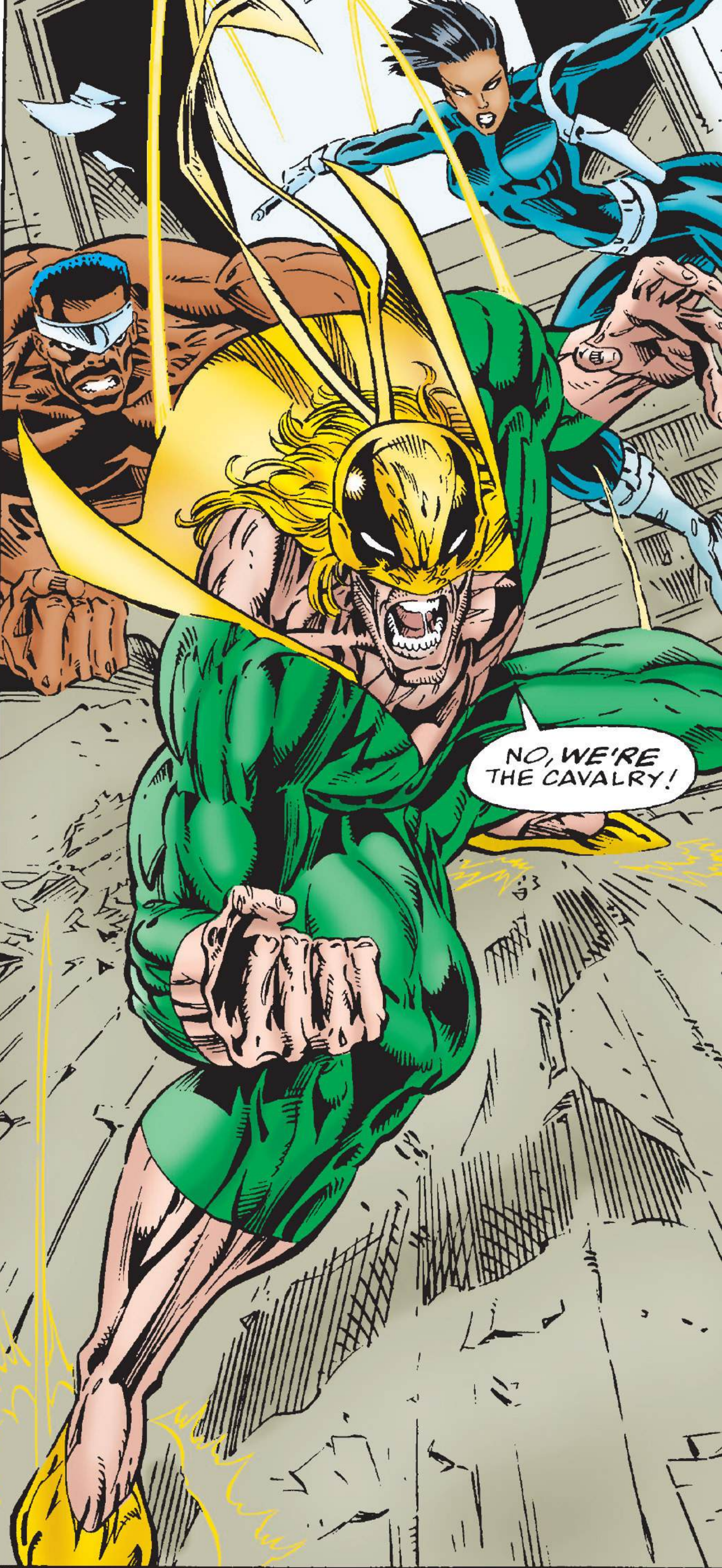


LET THE SPIDER-GUY ALONE, CREEP!

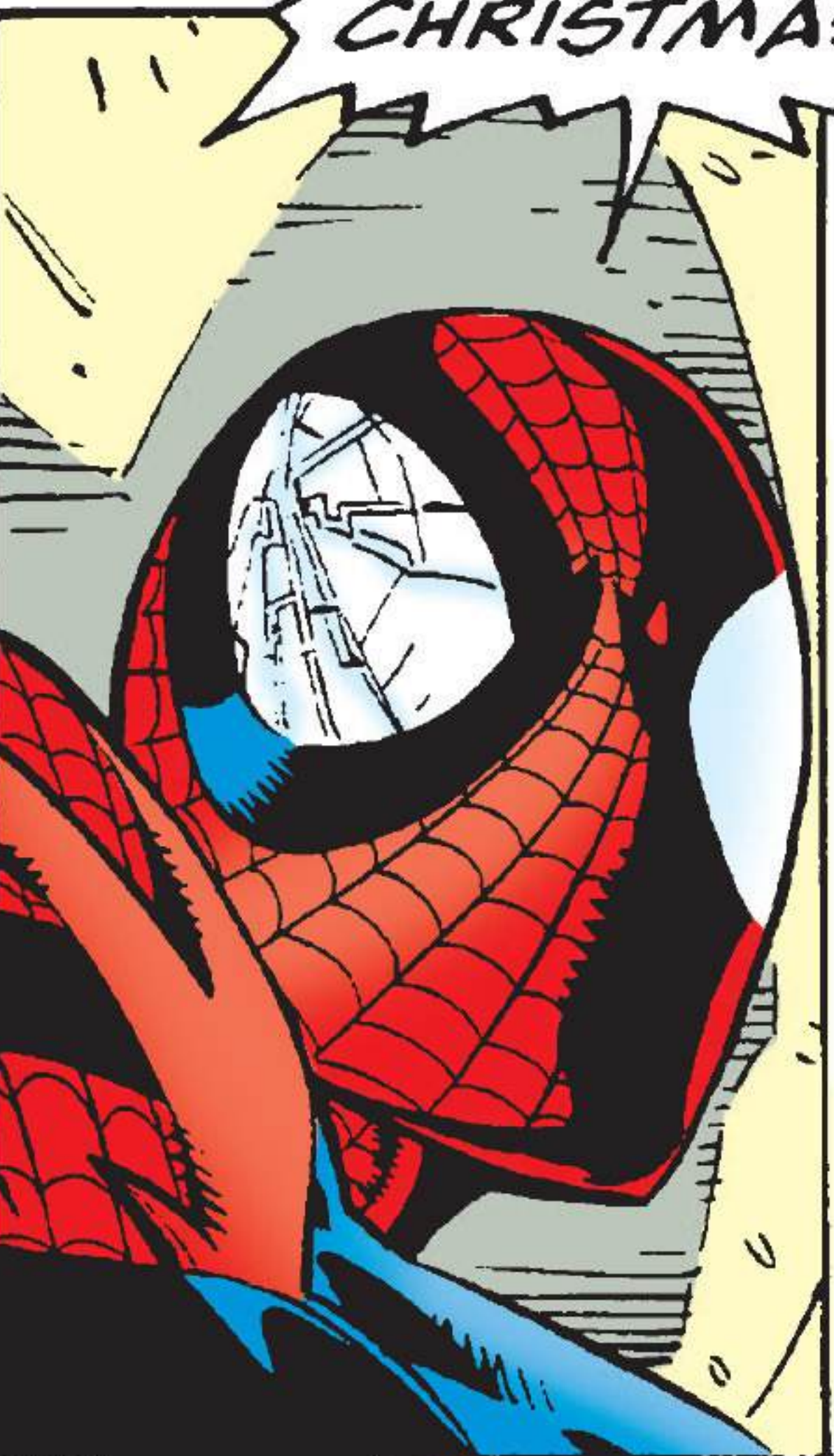
WHY DON'T YOU TRY PICKING ON SOMEONE YOUR OWN SIZE?



YOU'RE THE CAVALRY, CAGE?



NO, WE'RE THE CAVALRY!



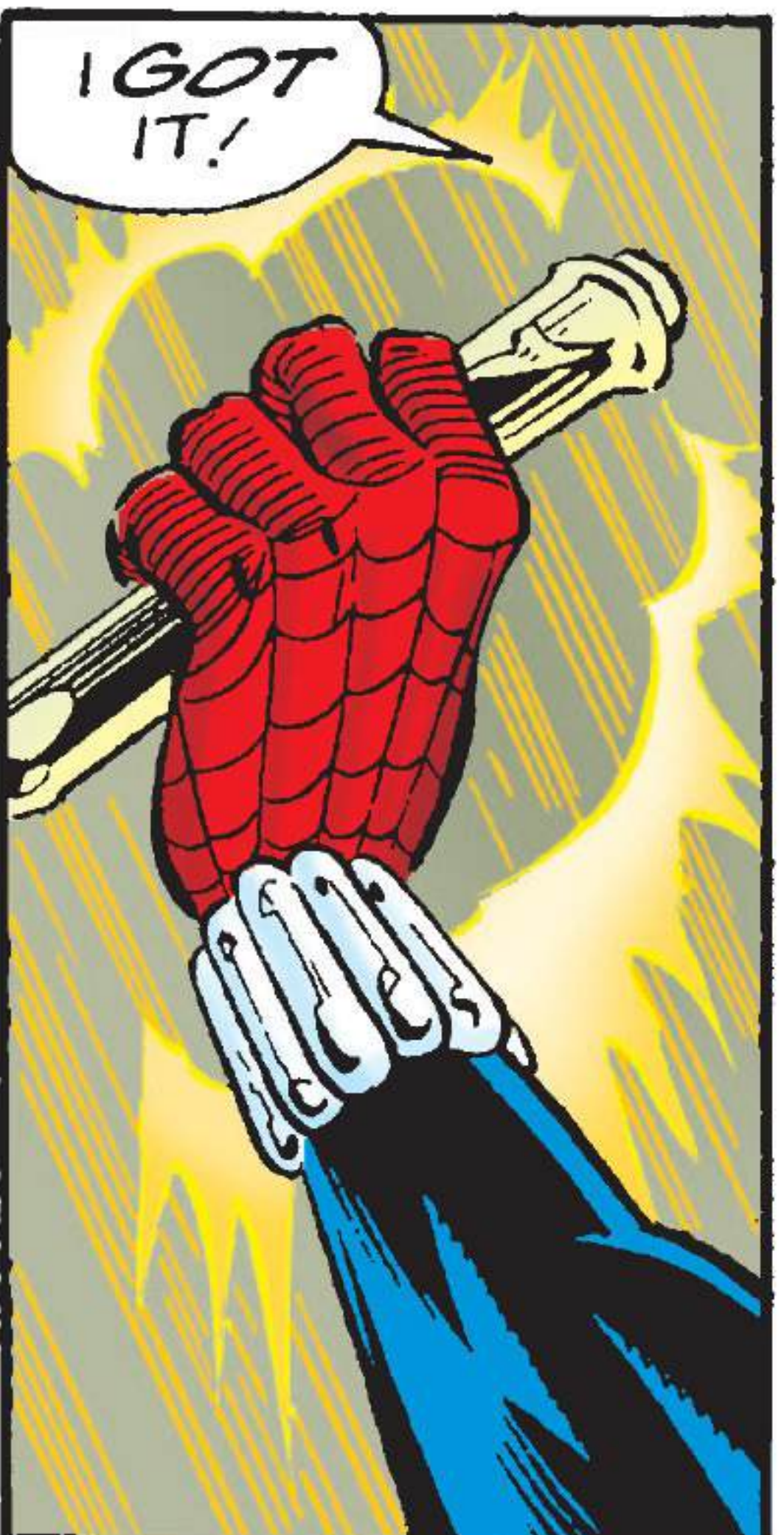
SWEET CHRISTMAS!



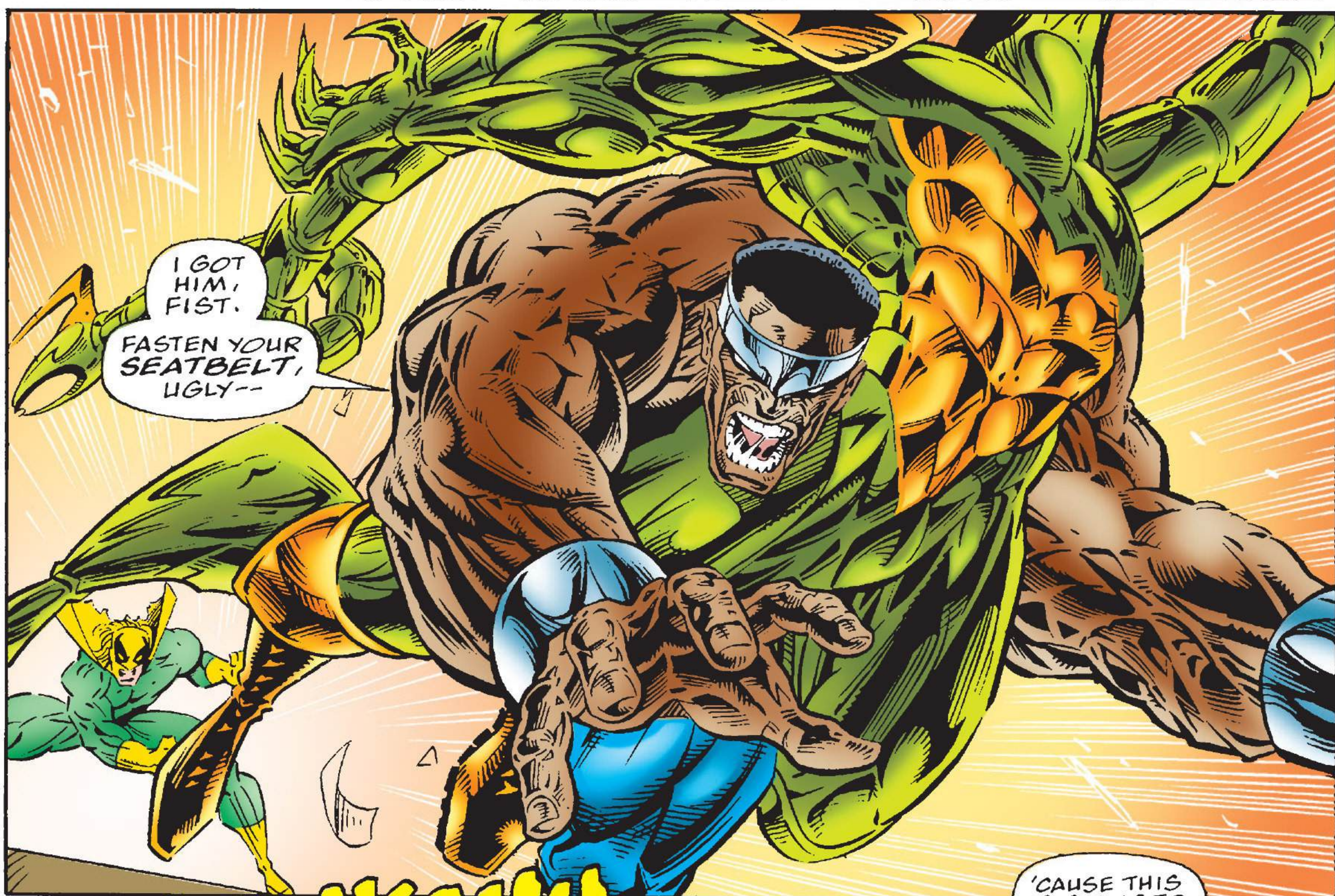
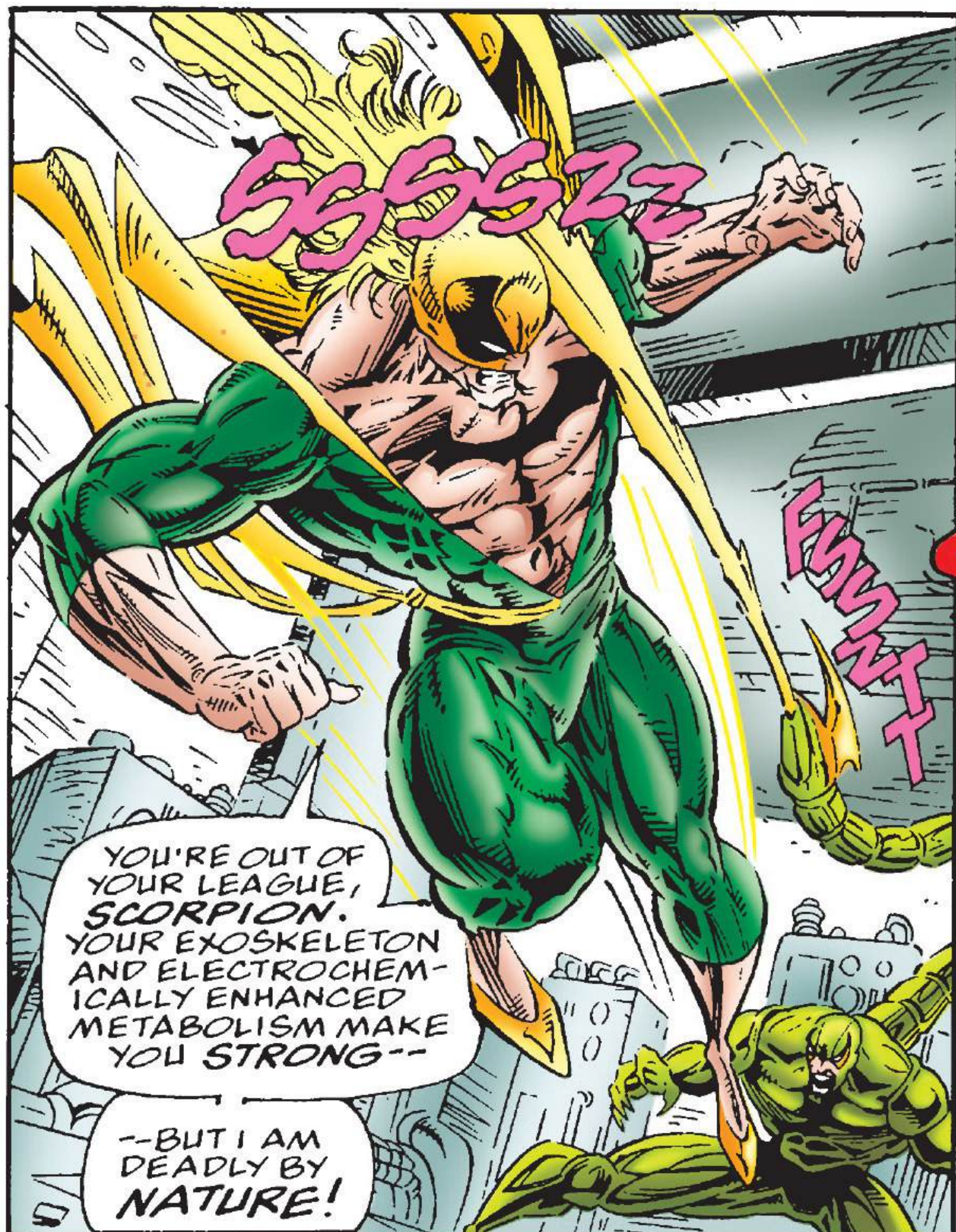
HEY, SPIDEY, YOUR HUNCH ABOUT THE LAB WAS RIGHT!

DANNY SHOWED UP AND HELPED US FIND WHERE THE ANTIDOTE TO THE SCORPION'S NEURO-TOXIN WAS! WE GOT IT!!

THINK QUICK-- CATCH!!



I GOT IT!







HEY, HOLD THAT TAIL--THIS **STRINGY KID'S** GOT FIRST DIBS ON YOUR DANCE TICKET!

YOU!

ME! AIN'T I PRETTY WHEN I'VE BEEN POISONED TO WITHIN AN INCH OF MY **DEMISE** AND MADE ANGRY AS THE **DICKENS** ?!

AND YES-- I AM FEELING MUCH BETTER. THANK YOU FOR YOUR CONCERN!

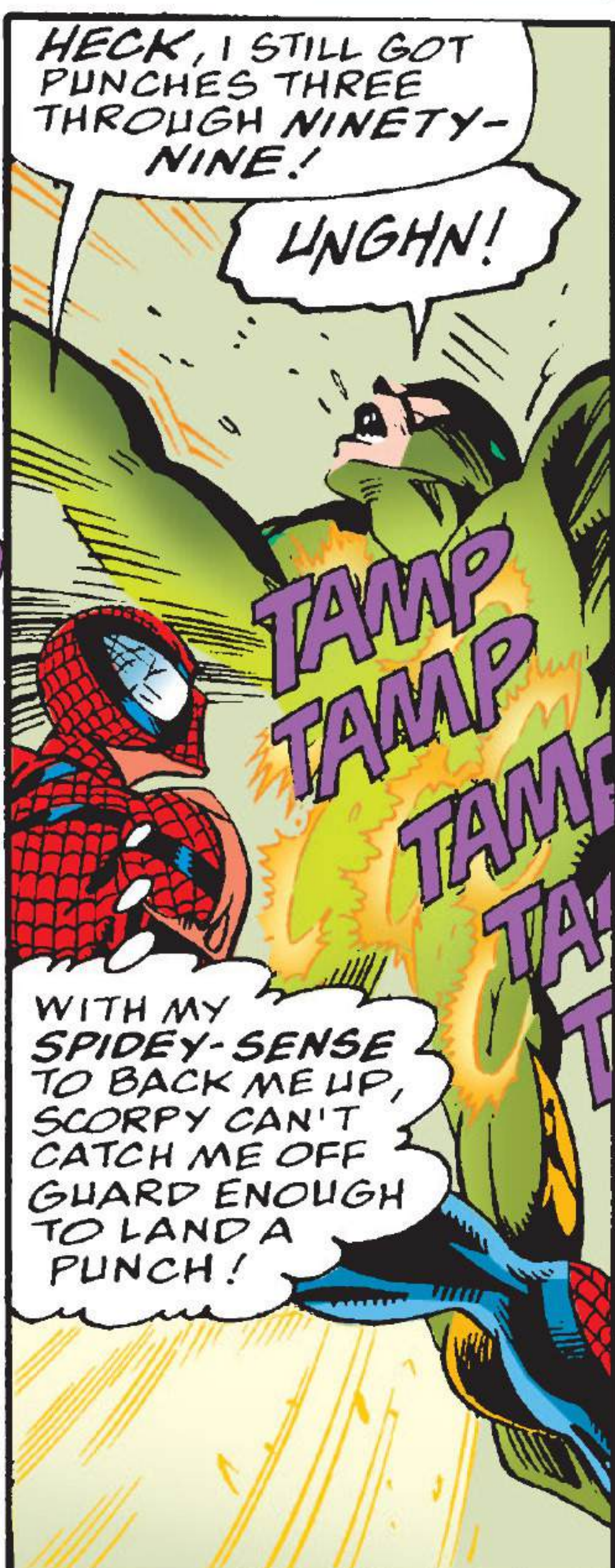
JUST IN CASE YOU HAD YOUR **DOUBTS**--



ARGH!

TAMP TAMP

--I'VE STILL GOT MY **ONE-TWO PUNCH!**



HECK, I STILL GOT PUNCHES THREE THROUGH **NINETY-NINE!**

UNGHN!

TAMP TAMP TAMP

WITH MY **SPIDEY-SENSE** TO BACK ME UP, SCORPY CAN'T CATCH ME OFF GUARD ENOUGH TO LAND A PUNCH!



AND ONE MORE, JUST 'CAUSE YOU'RE **UGLY AND GREEN...** HEY--



--YOU'RE NOT LOOKIN' SO **HOT.** NOT GETTING YOUR **VITAMINS?**

STAND, STILL YA **GNAT...** ...GONNA **CRUSH...** YA...

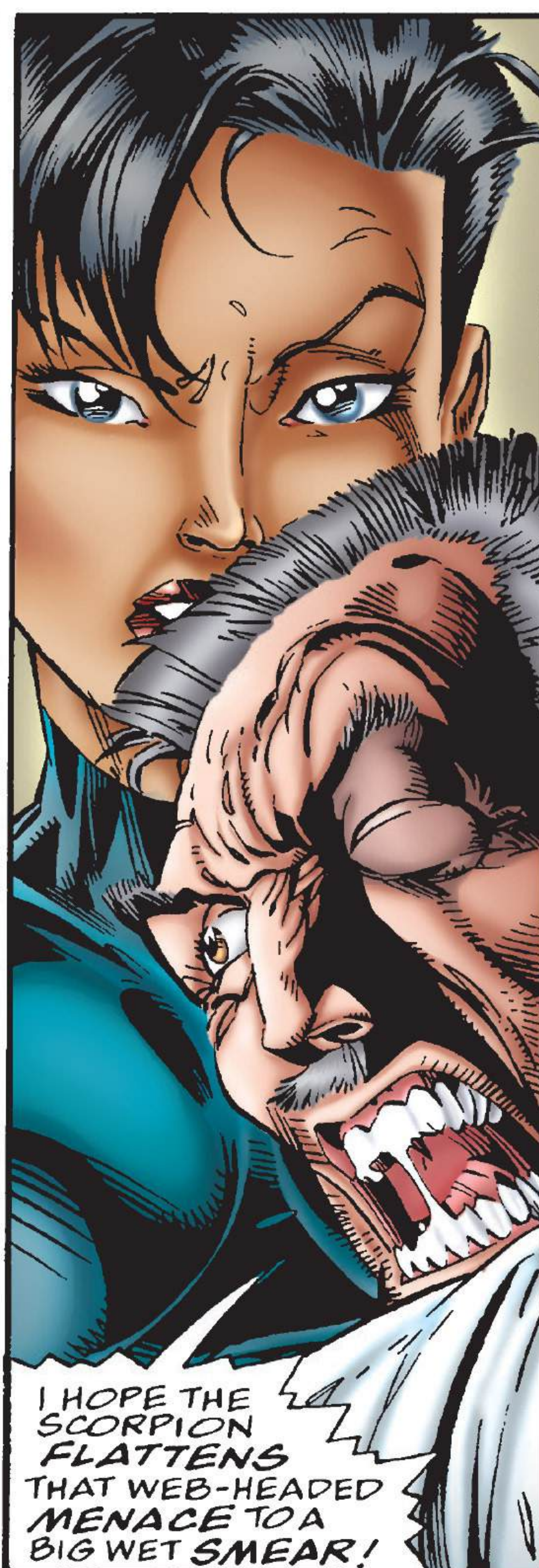


HEY, MISTER, JUST KEEP DRINKING. THIS SERUM SHOULD TAKE CARE OF ALL THE **NEURO-TOXIN**. THE PARALYSIS AND PAIN SHOULD BE WEARING OFF ANY SEC' NOW.

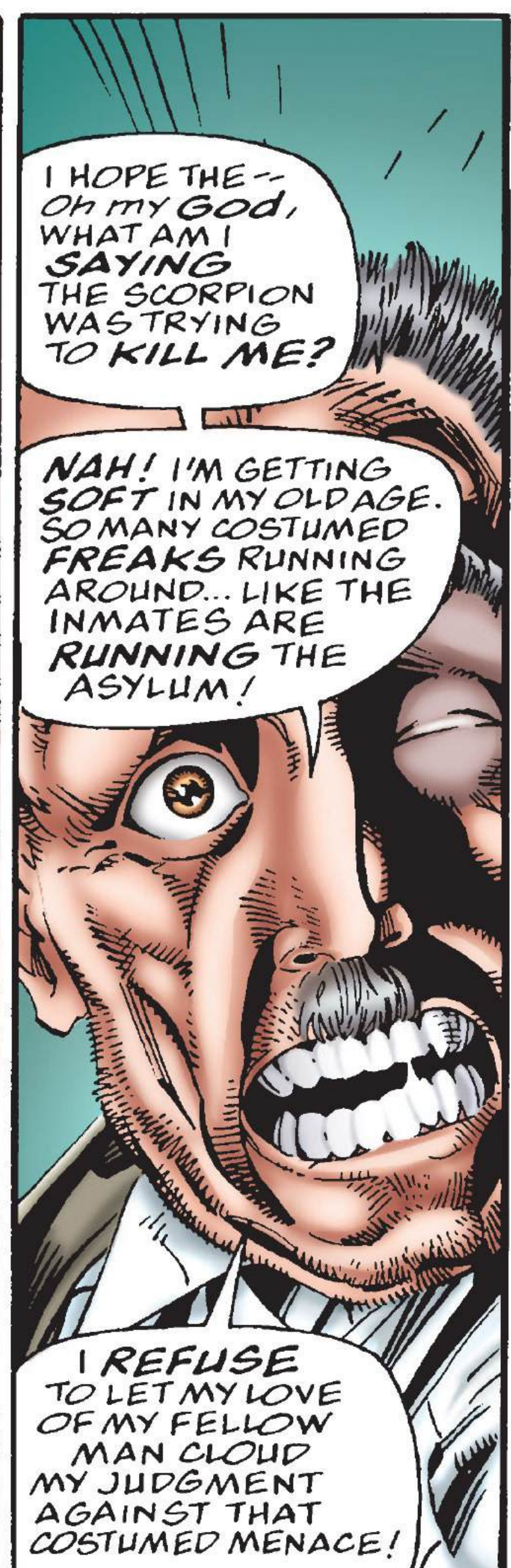
SPIDER-MAN IS FIGHTING THE **SCORPION**.

BUT DON'T WORRY ANY, I THINK THAT **SPIDER-MAN**--

My vision's still... **FUZZY** hearing **NOISES**... wh-what's going on here?



I HOPE THE **SCORPION** **FLATTENS** THAT WEB-HEADED **MENACE** TO A **BIG WET SMEAR!**



I HOPE THE-- Oh my God, what am I **SAYING** THE **SCORPION** WAS TRYING TO **KILL ME?**

NAH! I'M GETTING **SOFT** IN MY OLD AGE. SO MANY **COSTUMED FREAKS** RUNNING AROUND... LIKE THE **INMATES** ARE **RUNNING THE ASYLUM!**

I **REFUSE** TO LET MY LOVE OF MY FELLOW **MAN CLOUD** MY **JUDGMENT** AGAINST THAT **COSTUMED MENACE!**



My **Heart**... Can't die... the **Scorpion**... can't die... not... like... **this...**

I'm... the...

...**ACK!**



HOLY COW!

I... I **COULD'VE KILLED HIM!**

ACK!!



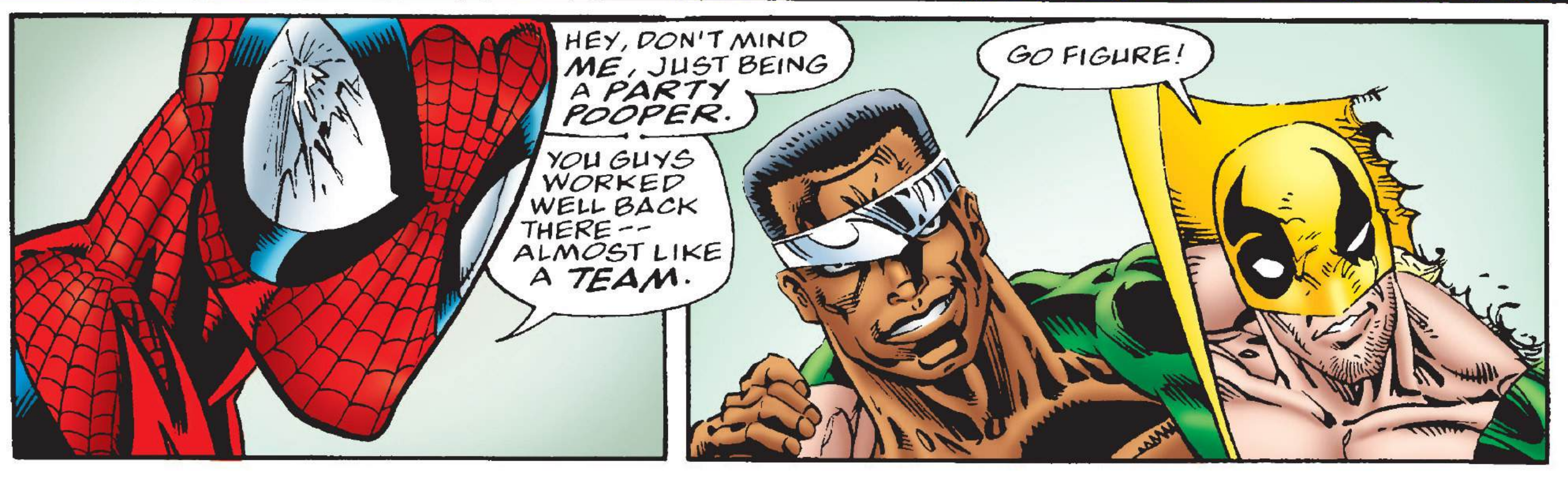
I DIDN'T.

SOMEONE ELSE DID. SOMEONE WHO DIDN'T WANT THIS ANGRY CAMPER TO BE TRACED BACK TO HIM OR HER.

SAME SYSTEM THAT MADE THE SCORPION'S NEURO-TOXIN WAS ALSO DESIGNED TO PUMP HIM FULL OF IT IF IT LOOKED LIKE HE WAS ABOUT TO BE BEATEN.

WELL, THERE WAS ONE DEATH I WASN'T ABLE TO STOP TONIGHT-- EVEN IF IT WAS GARGAN. OR SHOULD I SAY "THE SCORPION" OUT OF RESPECT FOR THE DEAD?

BUT WHOEVER'S RESPONSIBLE FOR THIS IS GOING TO BE SORRY WHEN I CATCH UP WITH THEM ... VERY SORRY.



HEY, DON'T MIND ME, JUST BEING A PARTY POOPER.

YOU GUYS WORKED WELL BACK THERE-- ALMOST LIKE A TEAM.

GO FIGURE!



NEED A
HAND?

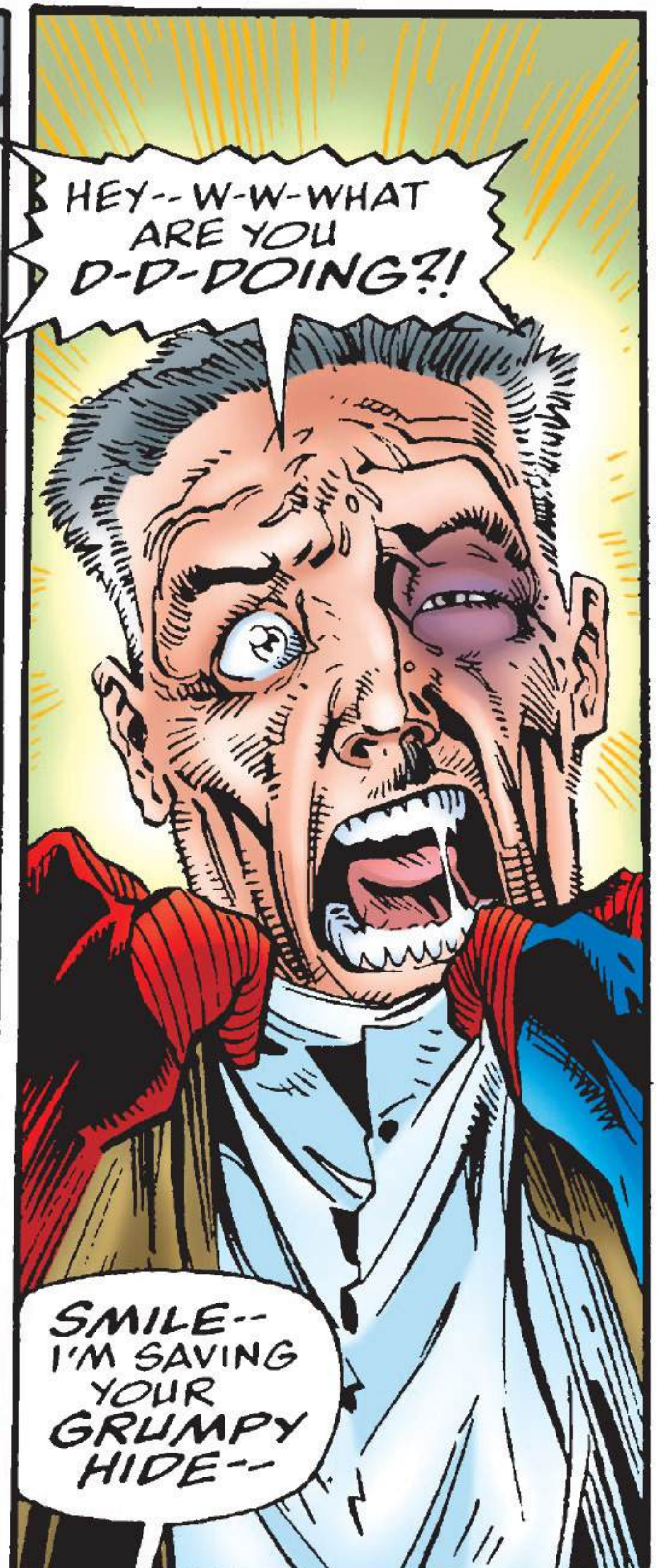
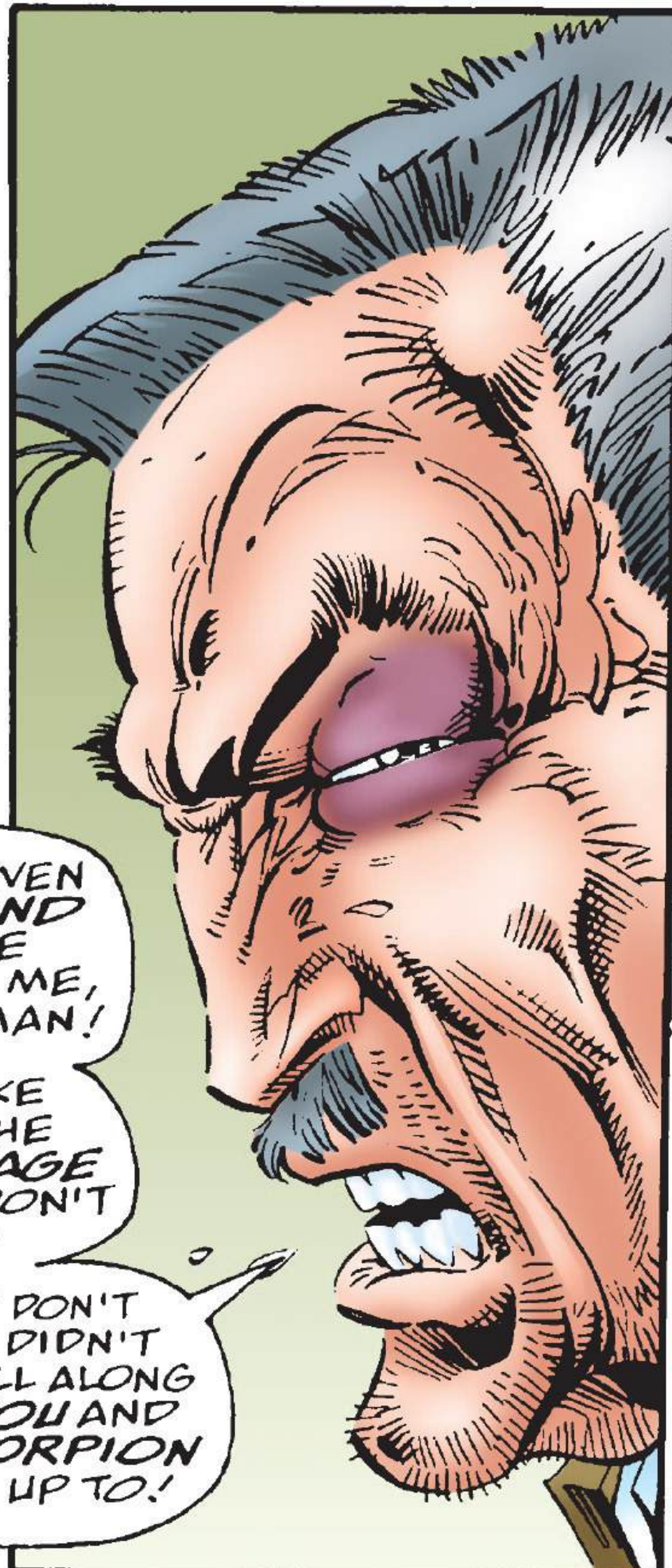
COME ON,
JONAH!

AREN'T
YOU EVEN
GOING TO
THANK ME
FOR SAVING
YOUR LIFE?

DON'T EVEN
PRETEND
YOU'RE
FOOLING ME,
SPIDER-MAN!

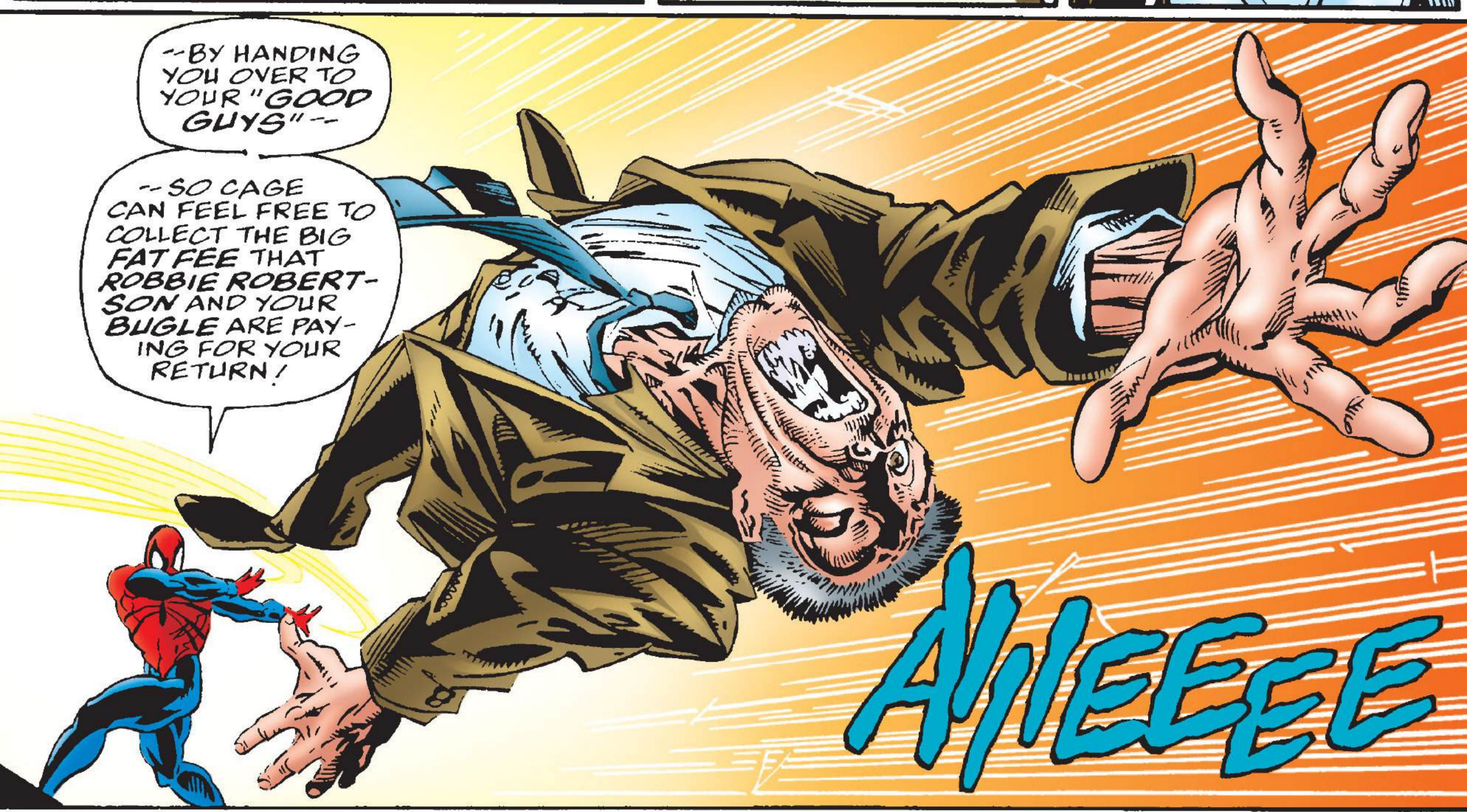
YOU CAN PLAY LIKE
YOU'RE ONE OF THE
GOOD GUYS SO CAGE
AND IRON FIST DON'T
TAKE YOU IN--

--BUT DON'T
THINK I DIDN'T
KNOW ALL ALONG
WHAT YOU AND
THE SCORPION
WERE UP TO!



HEY--W-W-WHAT
ARE YOU
D-D-DOING?!

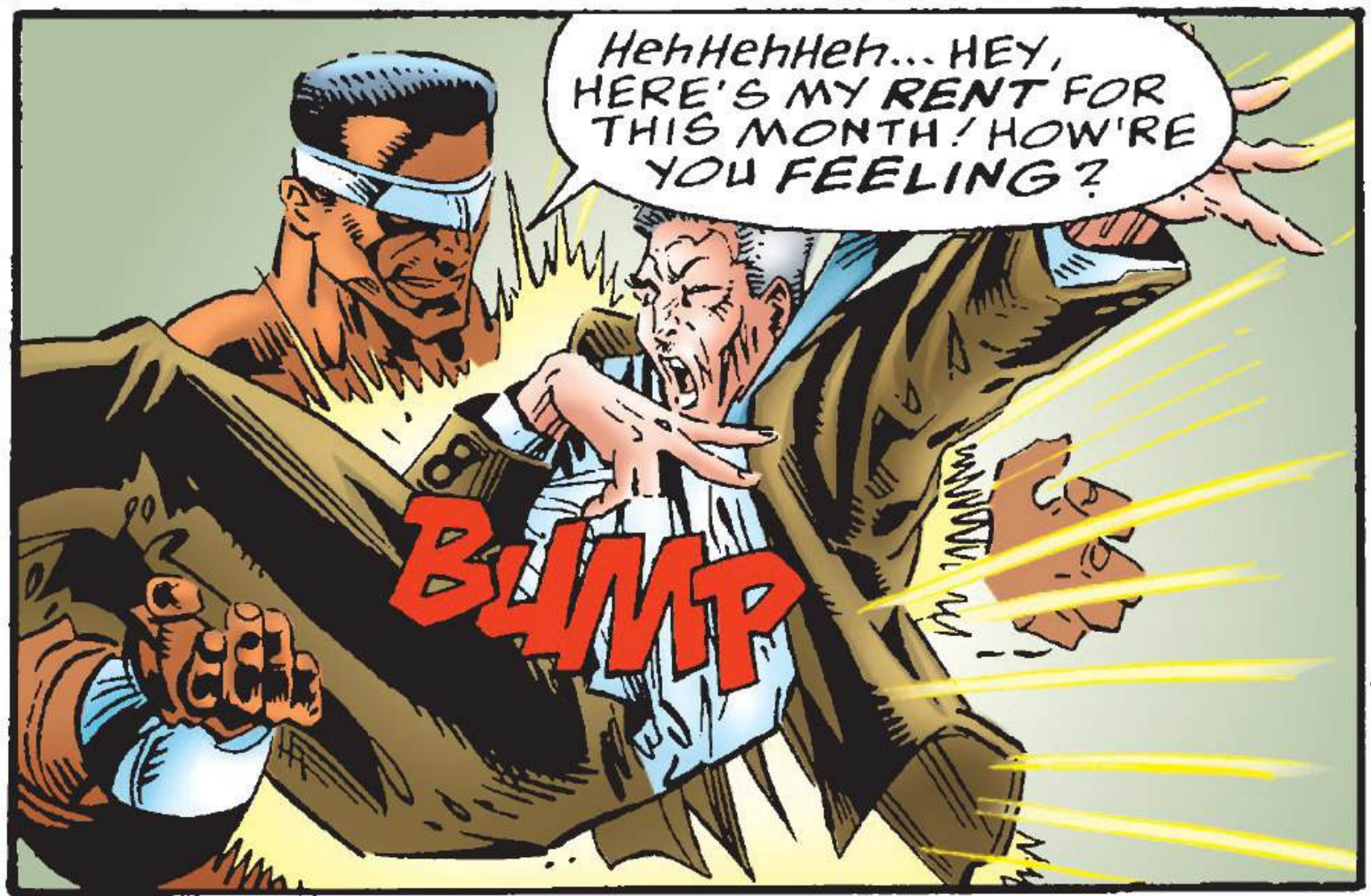
SMILE--
I'M SAVING
YOUR
GRUMPY
HIDE--



--BY HANDING
YOU OVER TO
YOUR "GOOD
GUYS"--

--SO CAGE
CAN FEEL FREE TO
COLLECT THE BIG
FAT FEE THAT
ROBBIE ROBERT-
SON AND YOUR
BUGLE ARE PAY-
ING FOR YOUR
RETURN!

AWEEEEEE

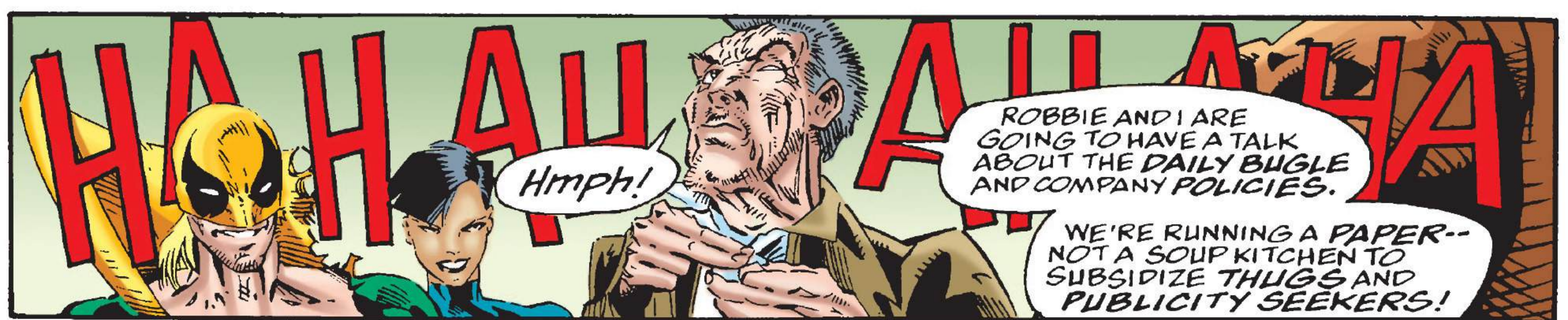


HehHehHeh... HEY,
HERE'S MY RENT FOR
THIS MONTH! HOW'RE
YOU FEELING?

BUMP



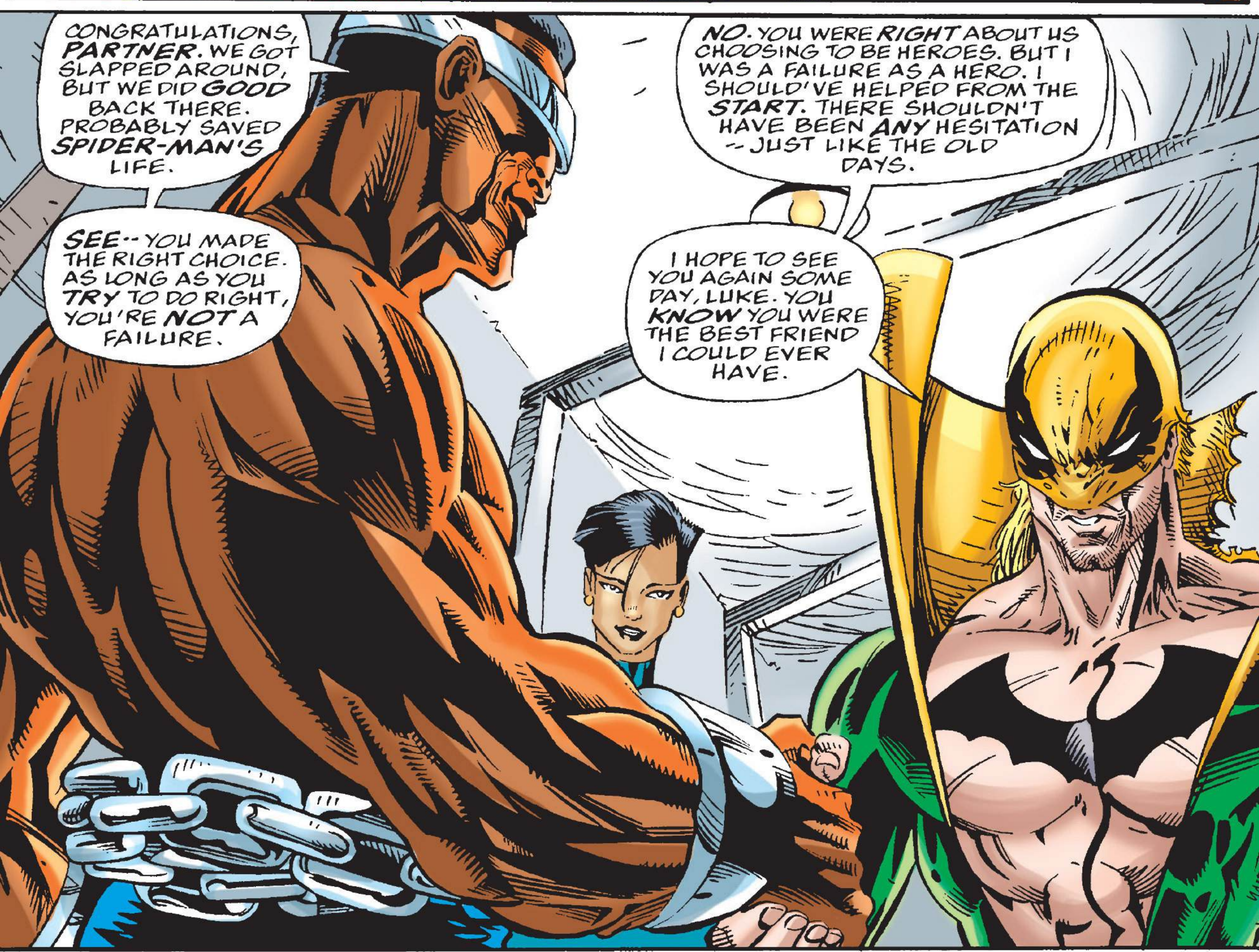
PUT ME
DOWN,
YOU BIG
THUG!



Hmph!

ROBBIE AND I ARE GOING TO HAVE A TALK ABOUT THE DAILY BUGLE AND COMPANY POLICIES.

WE'RE RUNNING A PAPER-- NOT A SOUP KITCHEN TO SUBSIDIZE THUGS AND PUBLICITY SEEKERS!



CONGRATULATIONS, PARTNER. WE GOT SLAPPED AROUND, BUT WE DID GOOD BACK THERE. PROBABLY SAVED SPIDER-MAN'S LIFE.

SEE-- YOU MADE THE RIGHT CHOICE. AS LONG AS YOU TRY TO DO RIGHT, YOU'RE NOT A FAILURE.

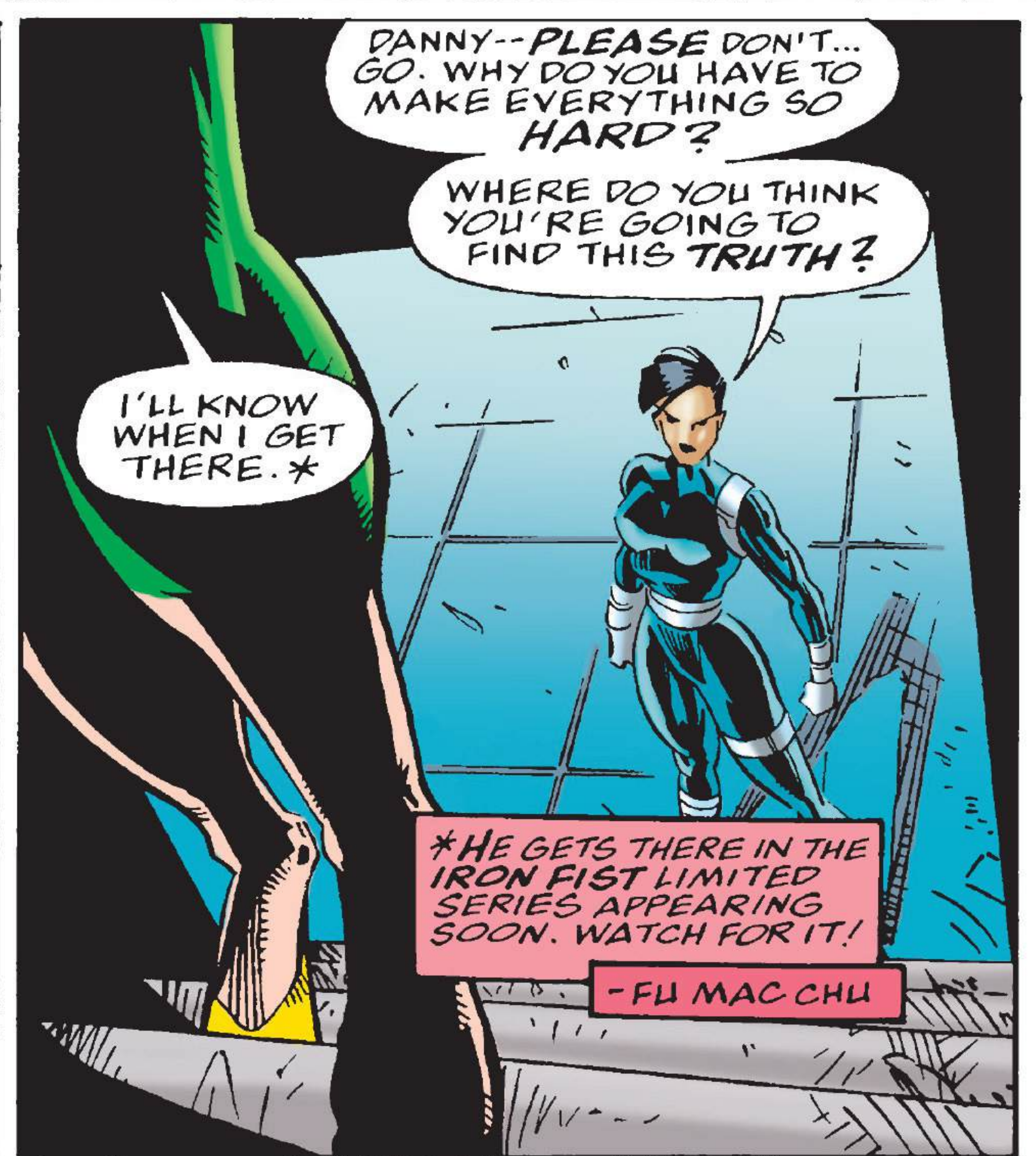
NO. YOU WERE RIGHT ABOUT US CHOOSING TO BE HEROES. BUT I WAS A FAILURE AS A HERO. I SHOULD'VE HELPED FROM THE START. THERE SHOULDN'T HAVE BEEN ANY HESITATION -- JUST LIKE THE OLD DAYS.

I HOPE TO SEE YOU AGAIN SOME DAY, LUKE. YOU KNOW YOU WERE THE BEST FRIEND I COULD EVER HAVE.



MISTY-- I LOVE YOU. BUT I HAVE TO LEAVE...

...I HAVE TO GO AND FIND THAT TRUTH I LOST SOMEWHERE ALONG THE PATH OF LIFE.



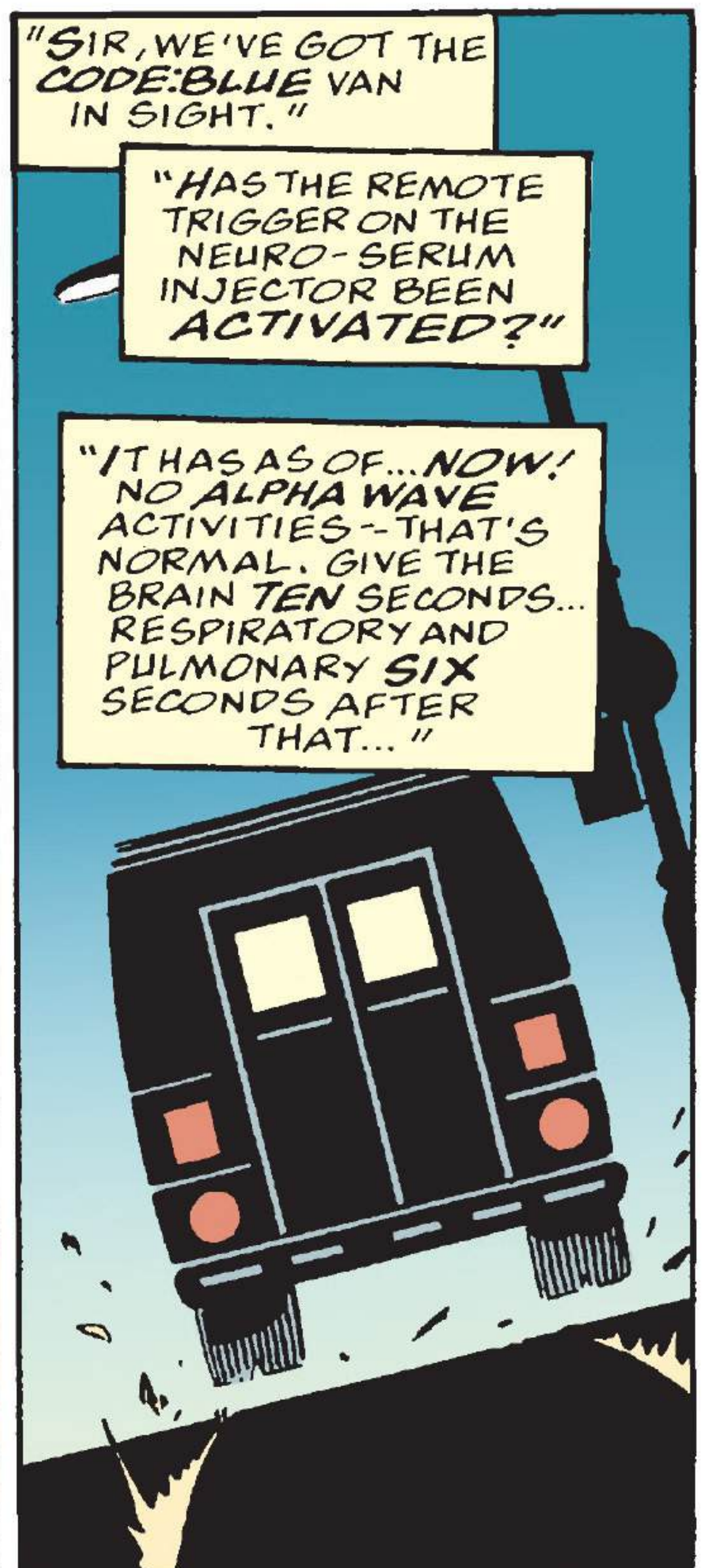
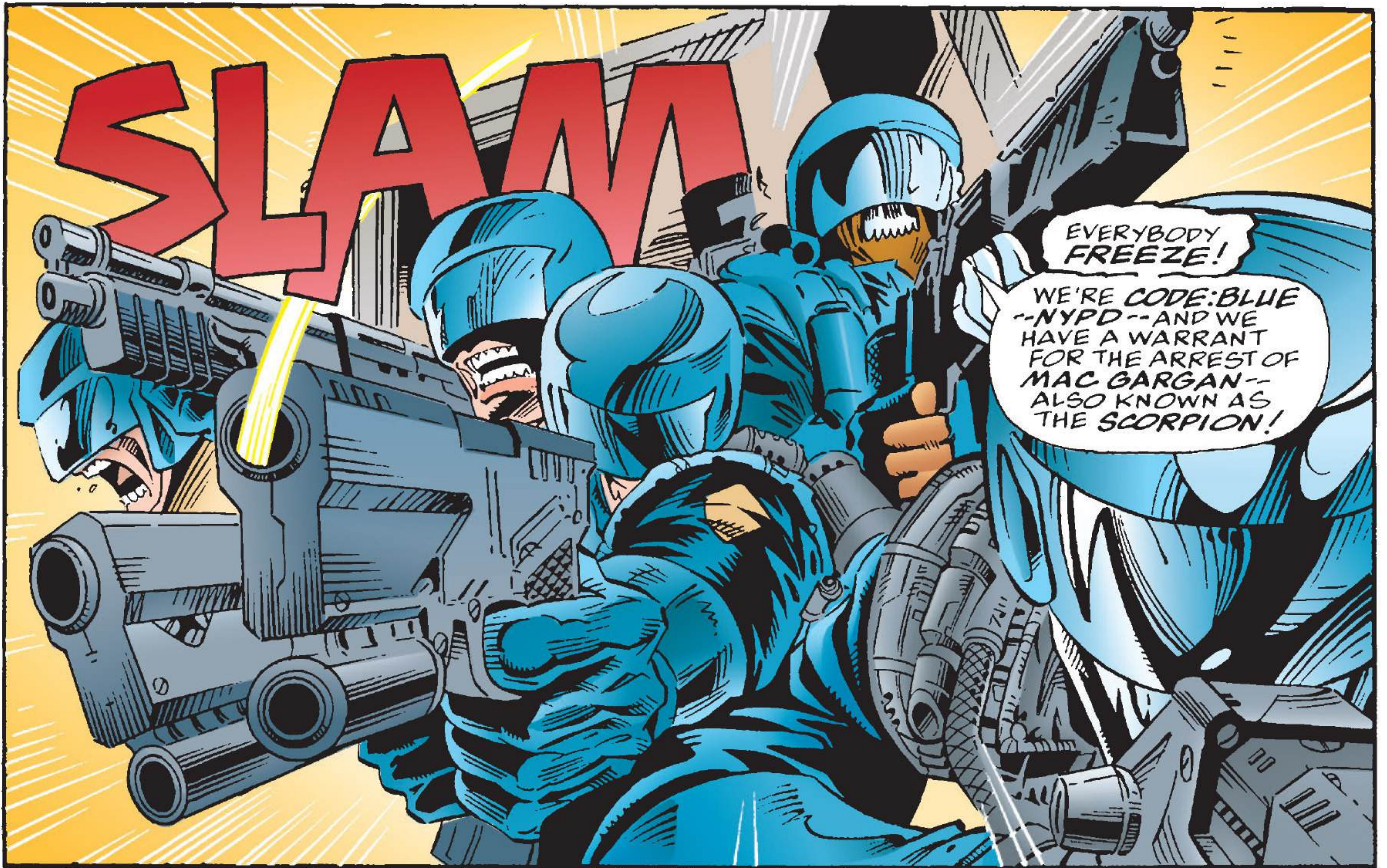
DANNY-- PLEASE DON'T... GO. WHY DO YOU HAVE TO MAKE EVERYTHING SO HARD?

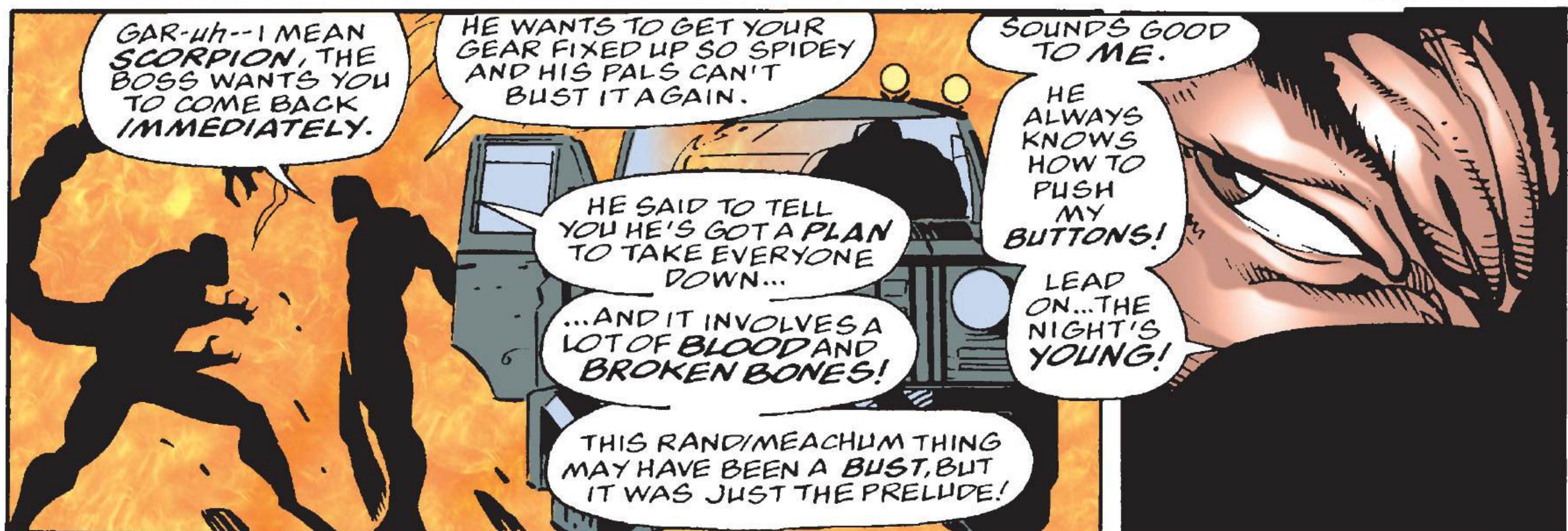
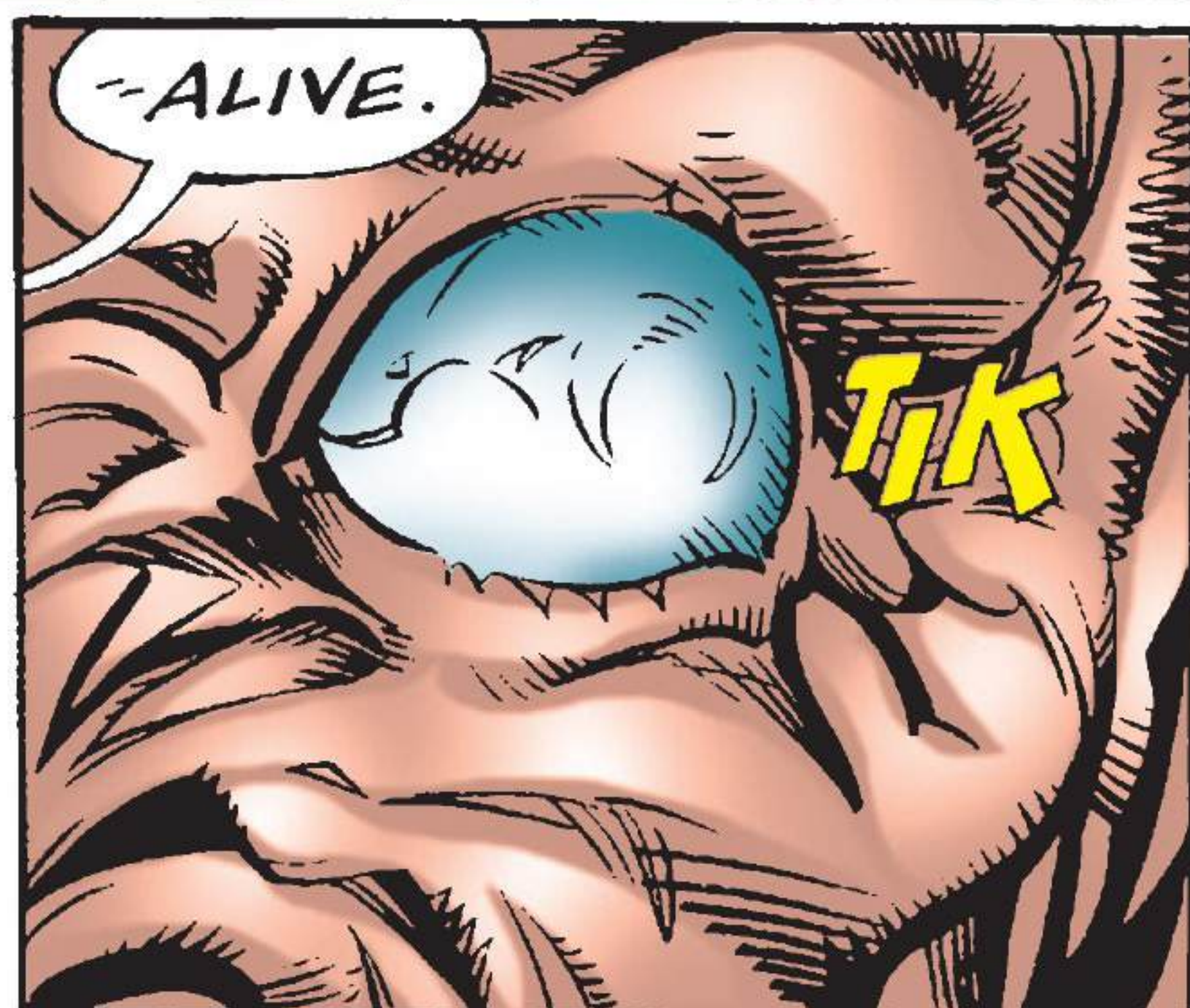
WHERE DO YOU THINK YOU'RE GOING TO FIND THIS TRUTH?

I'LL KNOW WHEN I GET THERE.*

*HE GETS THERE IN THE IRON FIST LIMITED SERIES APPEARING SOON. WATCH FOR IT!

- FU MAC CHU





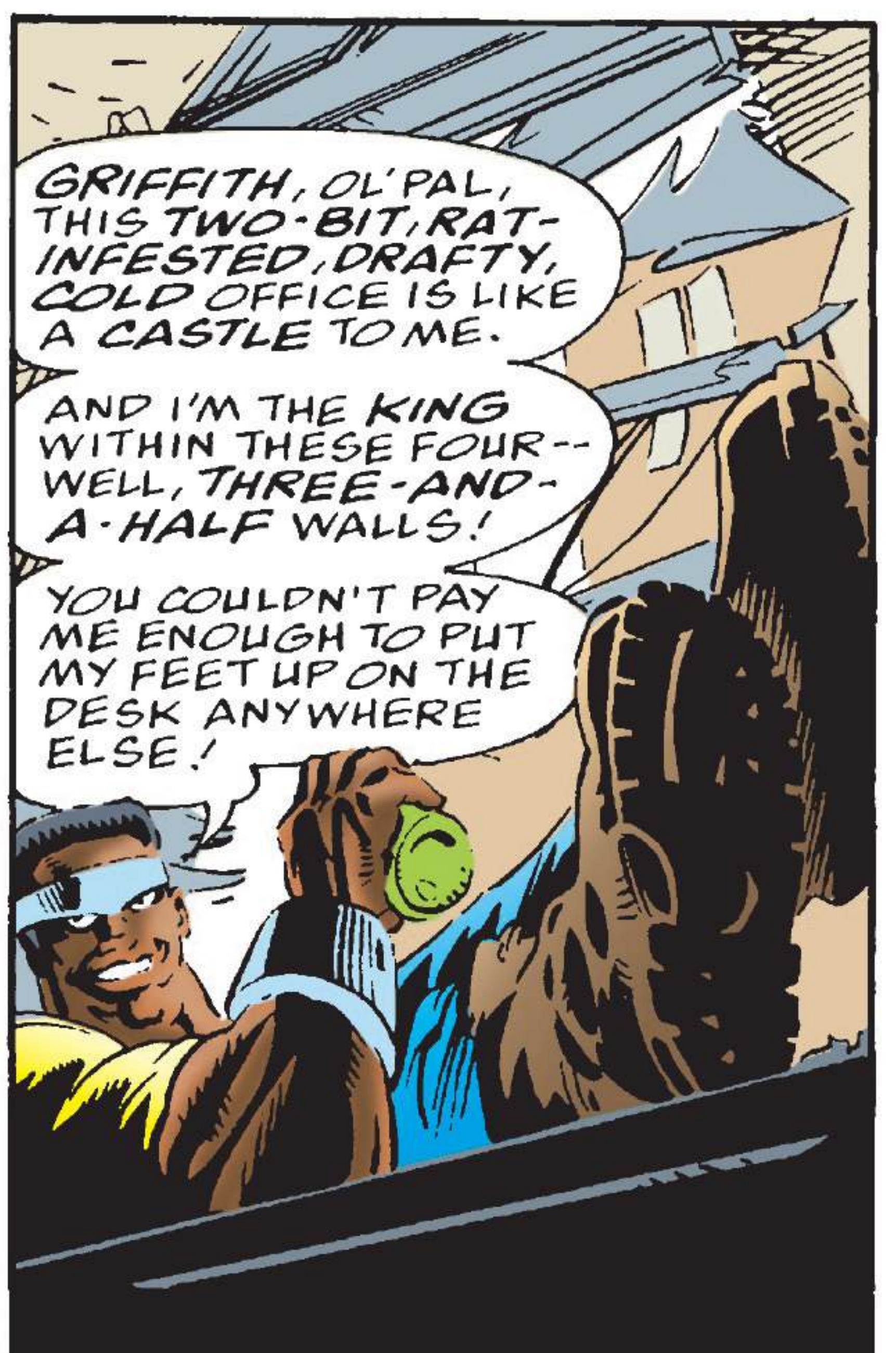


MIDTOWN--A BEAUTIFUL SMOGGY MORNING AT THE ONLY OPEN THEATER IN TIMES SQUARE.



WELL, IT LOOKS LIKE THE GEM IS SAVED. SORRY THERE WASN'T MORE REWARD MONEY LEFT TO FIX THE DAMAGE THE SCORPION DID.

MAYBE MISTY COULD GET YOU A FANCY TEMPORARY OFFICE ELSEWHERE TILL WE GET THE JOINT SPIFFY AGAIN?



GRIFFITH, OL' PAL, THIS TWO-BIT, RAT-INFESTED, DRAFTY, COLD OFFICE IS LIKE A CASTLE TO ME.

AND I'M THE KING WITHIN THESE FOUR-- WELL, THREE-AND-A-HALF WALLS!

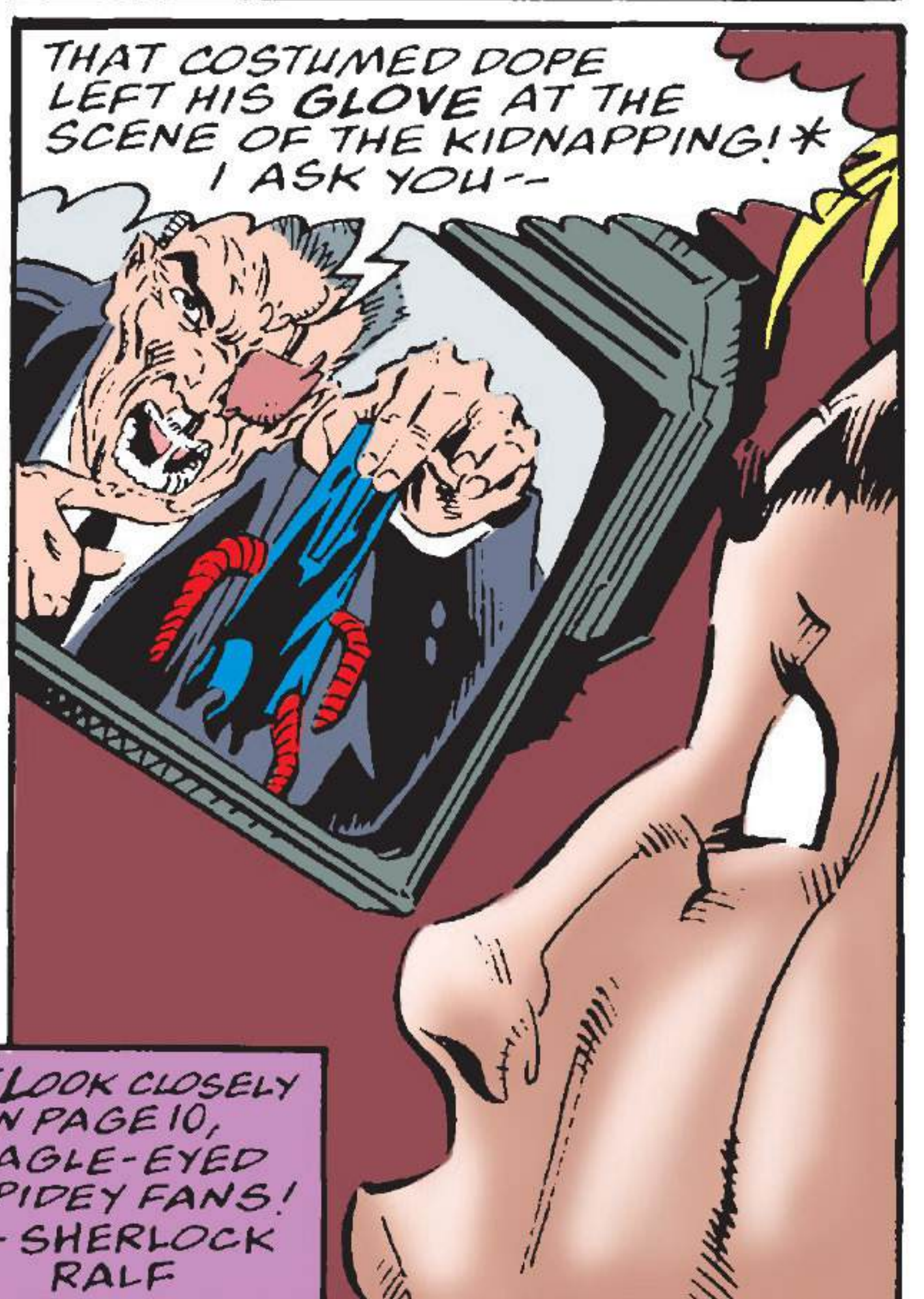
YOU COULDN'T PAY ME ENOUGH TO PUT MY FEET UP ON THE DESK ANYWHERE ELSE!



DOWNTOWN--FREE BREAKFAST AND THE MORNING NEWS BEFORE THE A.M. RUSH CROWD COMES IN...



--LUCKILY SAVED. BUT I HAVE PROOF THAT THAT SPIDER-MAN MENACE WAS IN CAHOOTS WITH THE SCORPION!



THAT COSTUMED DOPE LEFT HIS GLOVE AT THE SCENE OF THE KIDNAPPING! * I ASK YOU--

*LOOK CLOSELY ON PAGE 10, EAGLE-EYED SPIDEY FANS! -- SHERLOCK RALF



BEN! ARE YOU OKAY?!

GRRR...



OH... YEAH, SHIRLEY. DON'T WORRY--IT'S JUST THE STING OF CONSCIENCE.

GUESS IT SHOWS I MADE THE RIGHT DECISION FOR ONCE!

The END.

THE WIND BLOWS
ACROSS THE FABLED
K'UN LUN MOUNTAINS...

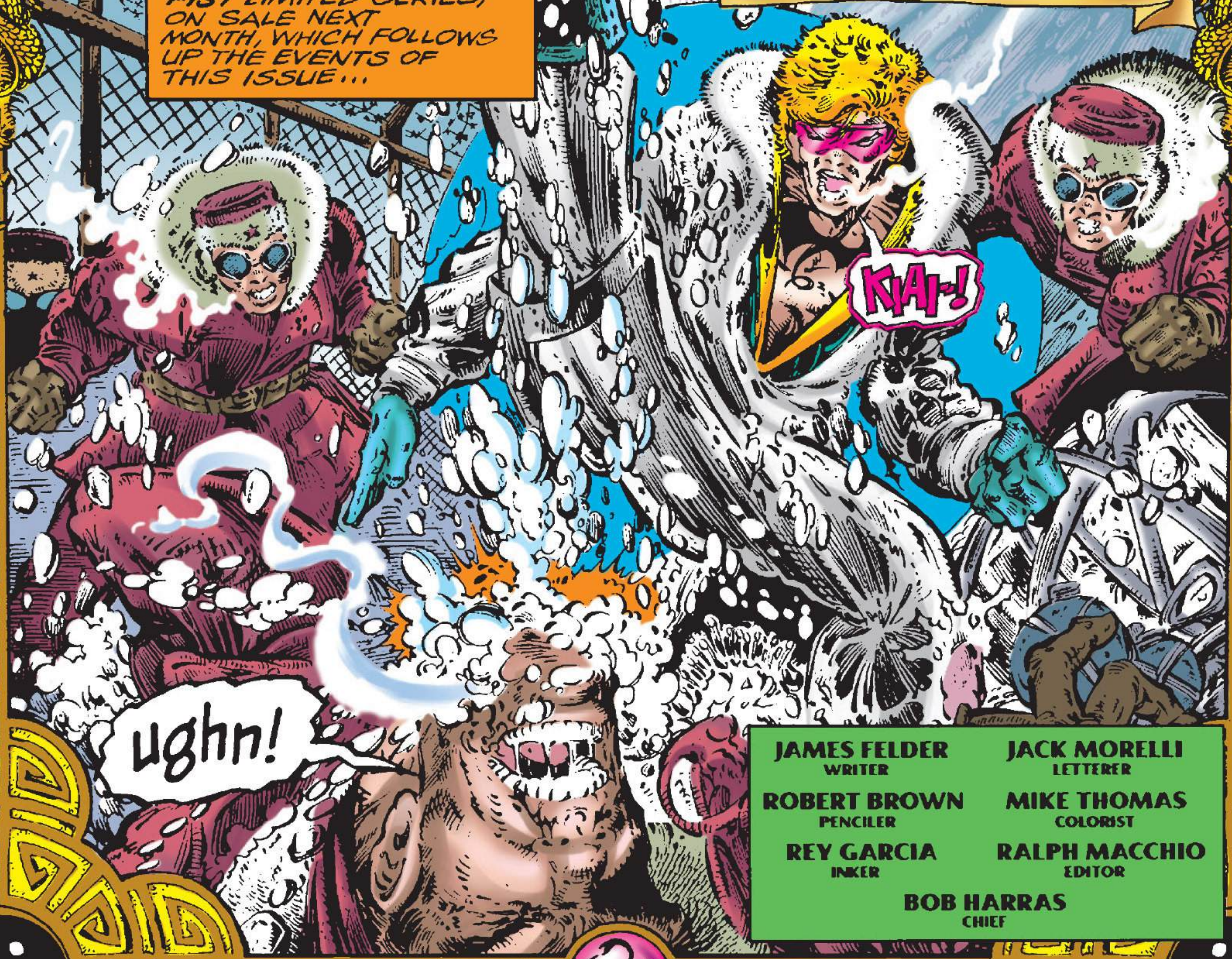
BUT AT AN ISOLATED
BORDER STATION,
SOMETHING HOWLS
FIERCER STILL...

DANNY RAND-KAI-- THE MAN
KNOWN AS IRON FIST!!

SPECIAL IRON
FIST PREVIEW!

HERE'S A SNEAK PEEK
AT THE 2-ISSUE IRON
FIST LIMITED SERIES,
ON SALE NEXT
MONTH, WHICH FOLLOWS
UP THE EVENTS OF
THIS ISSUE...

THE DESCENT



JAMES FELDER
WRITER

JACK MORELLI
LETTERER

ROBERT BROWN
PENCILER

MIKE THOMAS
COLORIST

REY GARCIA
INKER

RALPH MACCHIO
EDITOR

BOB HARRAS
CHIEF

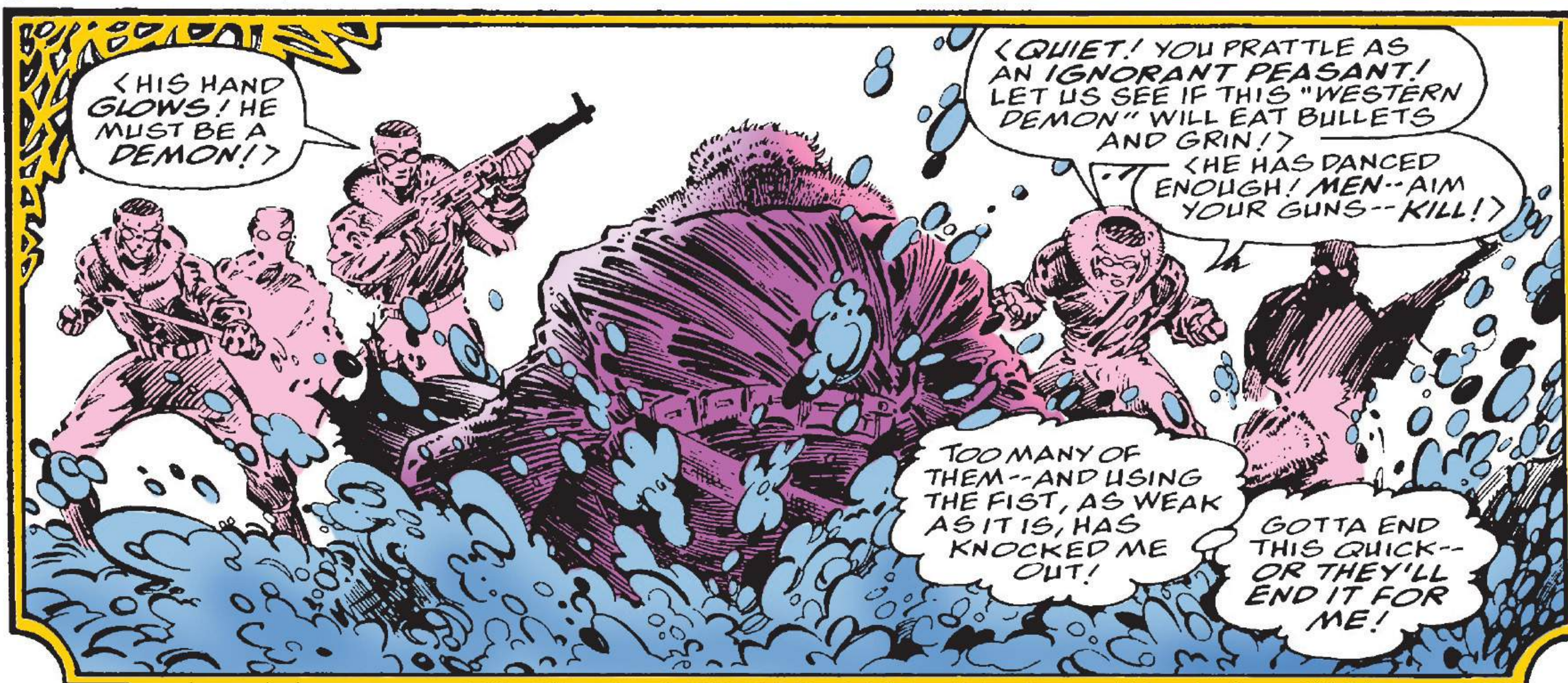
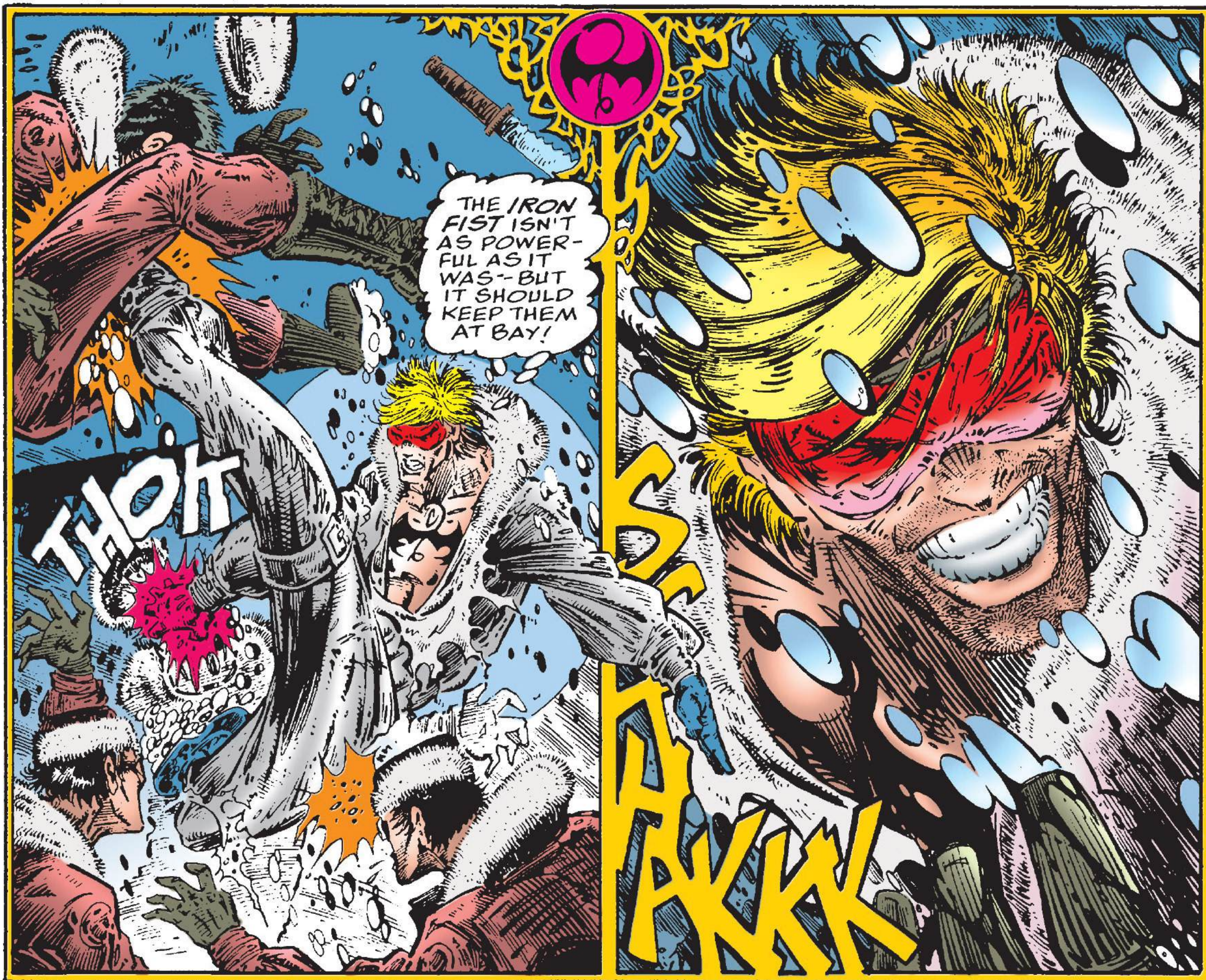
I CAN BARELY
STAND, LET ALONE
FIGHT THEM ON
THREE HOURS
SLEEP! MUST
KEEP ALERT!

< YOUR KUNG-FU IS
SHARP, WESTERNER...
BUT MY BLADE IS
SHARPER! > *

< Henh! YOUR
FANCY KICKING
WILL DO YOU NO
GOOD WHEN KEYE'S
SWORD SENDS YOU
TO THE UNDER-
WORLD! >

*TRANSLATED
FROM SZECHUAN
--RALPH-SAN.







<HE IS A
SNOW
DEVIL!>

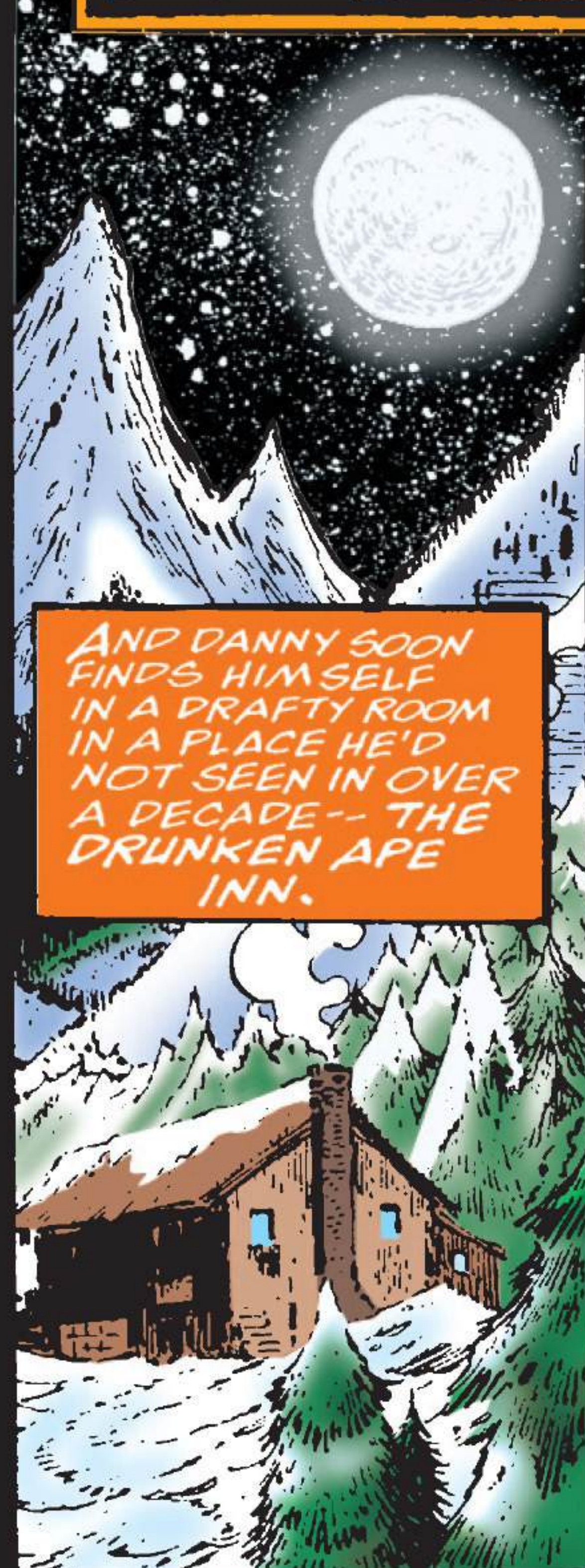
<HOLD
YOUR FIRE!
HE IS
GONE!>

<WE WILL NOT RE-
PORT THIS TO THE
MAGISTRATE...
THAT WOULD BE...
UNWISE.>

<ALL THIS
HAS BEEN A
DREAM!>

BUT FOR DANNY,
THE NIGHTMARE
CONTINUES...

GETTING THROUGH THE
BORDER STATION WAS
JUST ANOTHER STUMBLE
IN A WEEK-LONG FLIGHT
OUT OF COMMUNIST
CHINA...



AND DANNY SOON
FINDS HIMSELF
IN A DRAFTY ROOM
IN A PLACE HE'D
NOT SEEN IN OVER
A DECADE-- THE
DRUNKEN APE
INN.



LED HERE ON A SEARCH
FOR THE FINAL PIECE
OF THE SHATTERED
ANOMALY GEM...

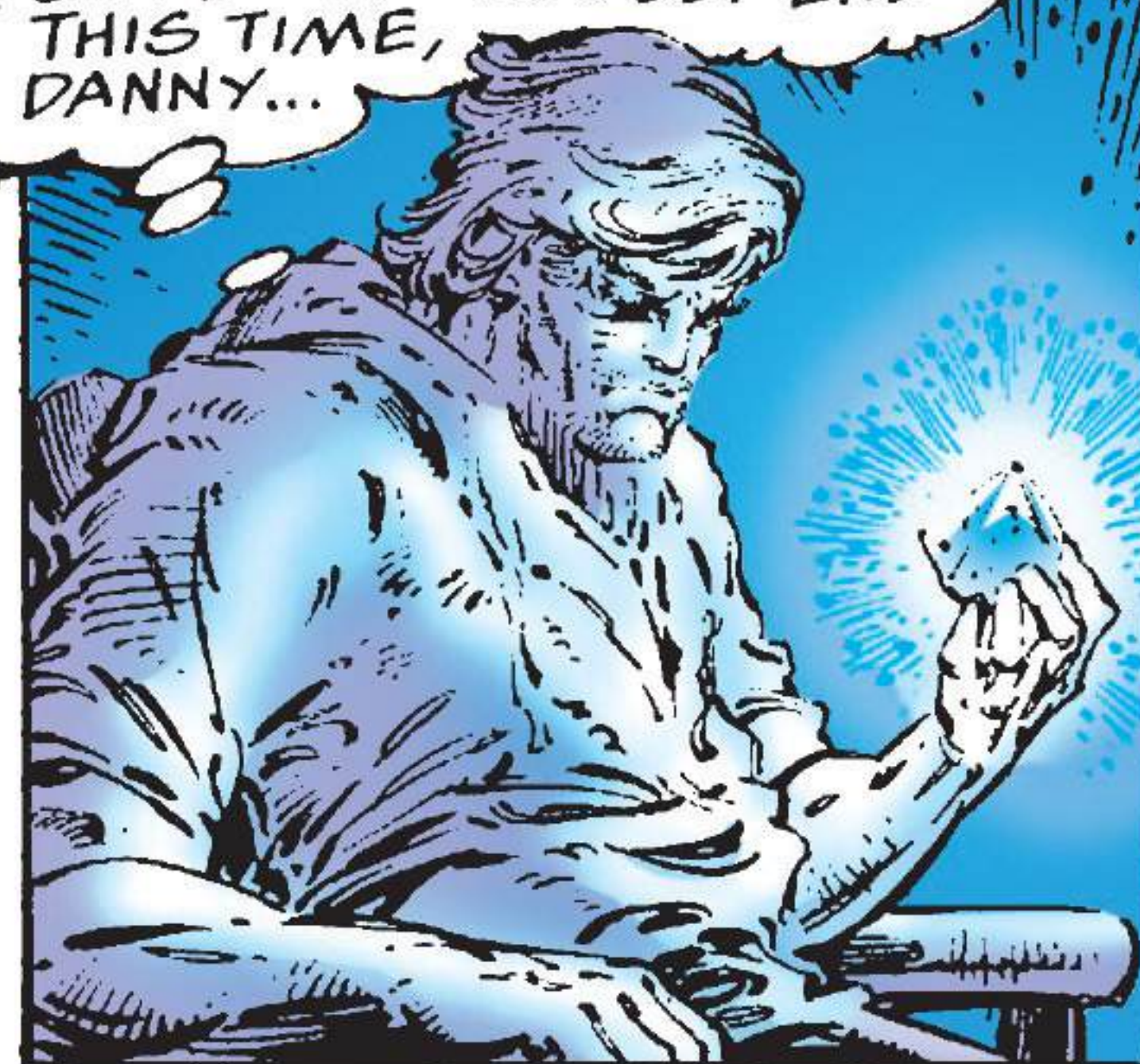
...THE QUEST HAS LEFT
DANNY CONFUSED. UNSURE
WHETHER TO TRUST IN HIS
ONCE-POWERFUL
IRON FIST.



THE IRON FIST STILL
ISN'T WORKING-- I'VE
LEFT THE RAND BUSI-
NESS IN NEW YORK TO
GO RUNNING AROUND
THE GLOBE...

...CHASING DOWN THE
PIECES OF THIS GEM
FOR A LITTLE, FAT
GHOST...

YOU MIGHT'VE REALLY
GONE OFF THE DEEP END
THIS TIME,
DANNY...



A TRUST AS
FLICKERING AS
A TALLOW-FED
FLAME.

BUT ALL DOUBT IS GONE AS PANNY JOINS HIS PIECES OF THE ANOMALY GEM AND THE ENERGY LACES OUT TO FORM--

--TATH KI, THE CONTEMPLATOR!

DANNY RAND-KAI, YOUR DOUBT LIES NOT WITH ME-- BUT WITH THE **IRON FIST.**

YOUR DESTINY LIES WITH ME!

DO NOT FORGET THE DEATH-STAINED PATH THAT THE IRON FIST MAKES.

YOUR FATHER'S DEFEAT OF THE MAN-MONSTER KNOWN AS STEEL SERPENT...

...FOLLOWED BY HIS WISE REFUSAL NOT TO EMBRACE TERRIBLE SHOU-LOU AND RECEIVE HIS CURSED "GIFT."

THE FOLLY OF YOUR YOUTH -- EMBRACING THE SERPENT SHOU-LOU.

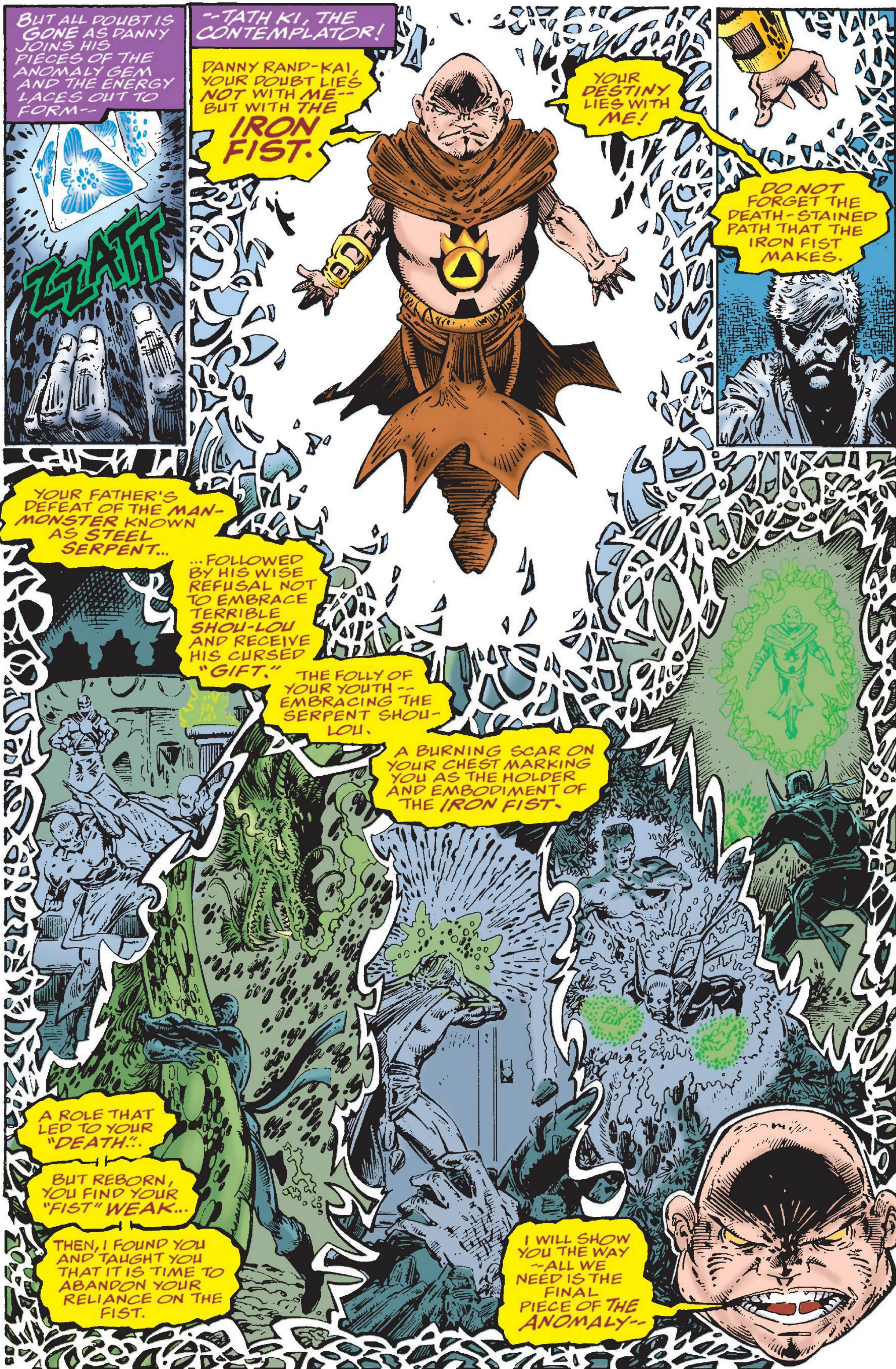
A BURNING SCAR ON YOUR CHEST MARKING YOU AS THE HOLDER AND EMBODIMENT OF THE IRON FIST.

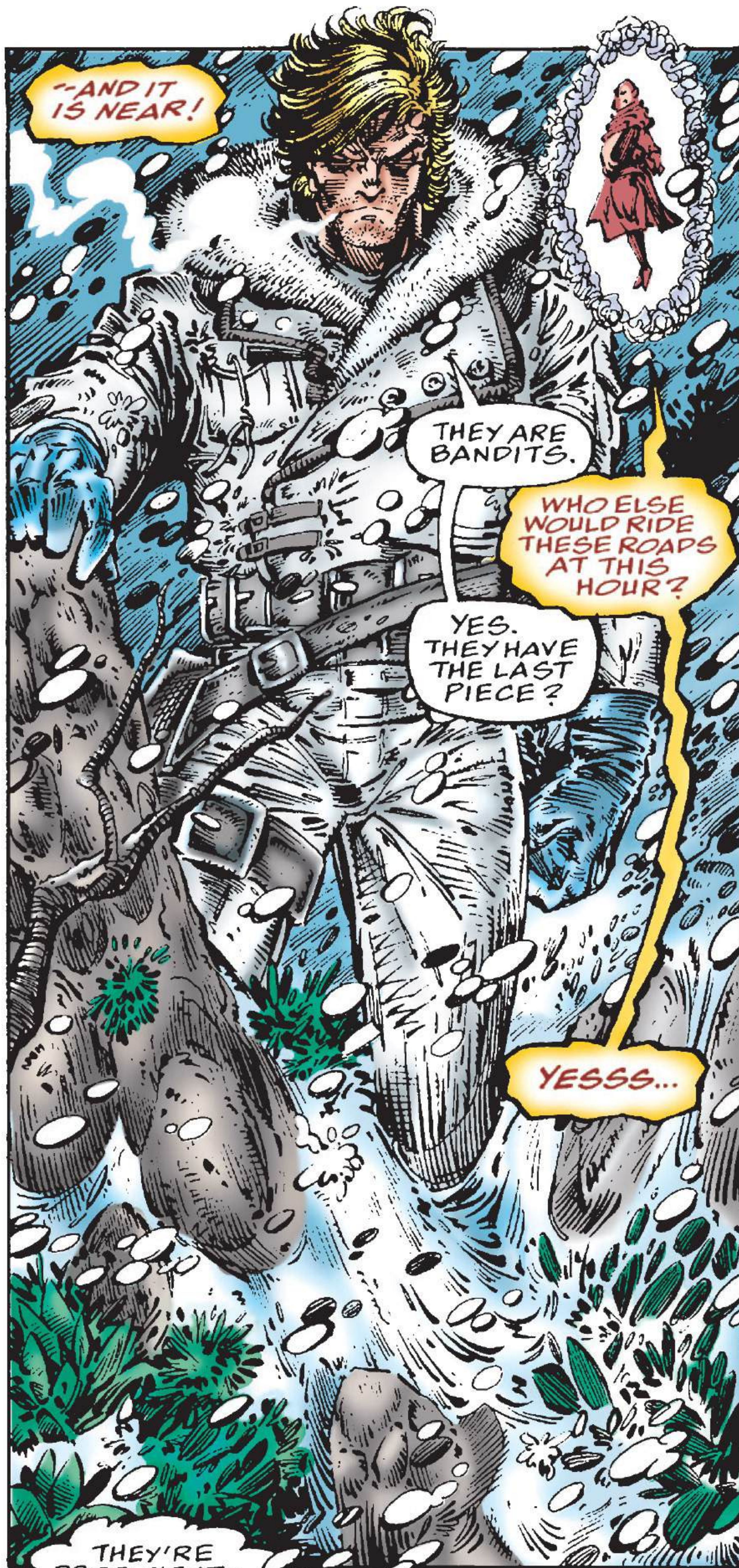
A ROLE THAT LED TO YOUR "DEATH..."

BUT REBORN, YOU FIND YOUR "FIST" WEAK...

THEN, I FOUND YOU AND TAUGHT YOU THAT IT IS TIME TO ABANDON YOUR RELIANCE ON THE FIST.

I WILL SHOW YOU THE WAY -- ALL WE NEED IS THE FINAL PIECE OF THE ANOMALY--





--AND IT IS NEAR!

THEY ARE BANDITS.

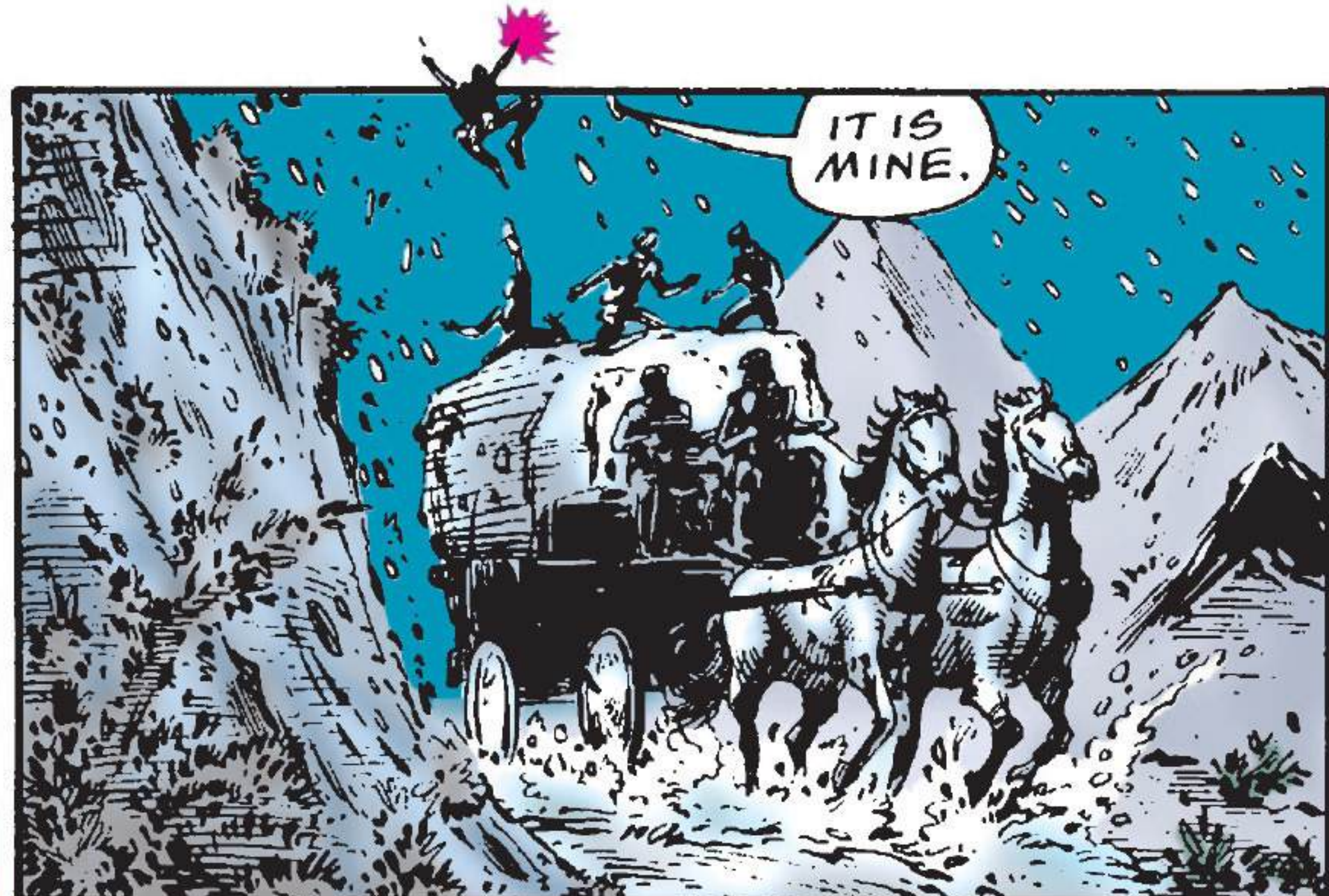
WHO ELSE WOULD RIDE THESE ROADS AT THIS HOUR?

YES. THEY HAVE THE LAST PIECE?

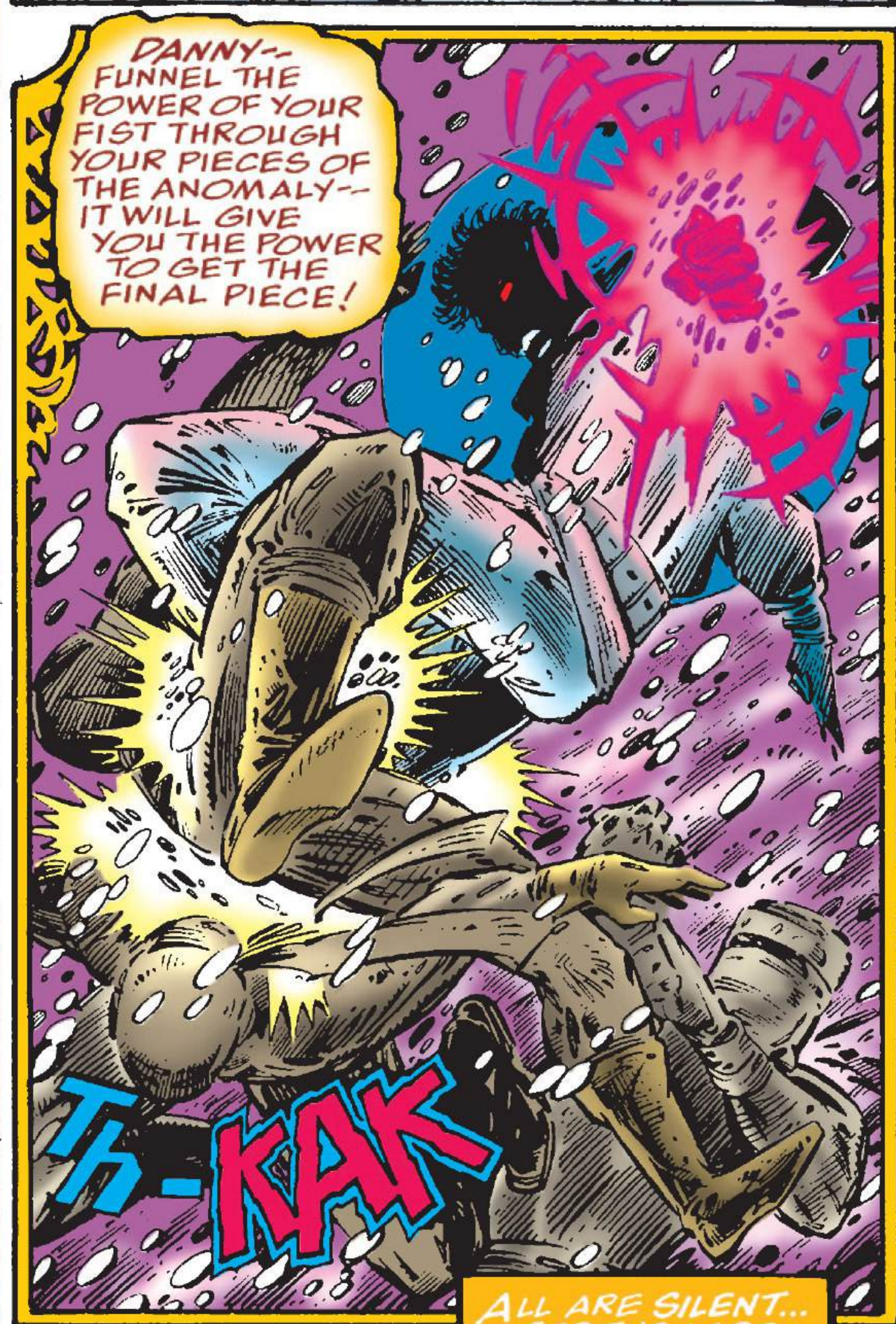
YESSS...

THEY'RE PROFICIENT-- AND USING THE ANOMALY LIKE THIS IS DRAINING ME...

...BUT I'M SO... CLOSE!



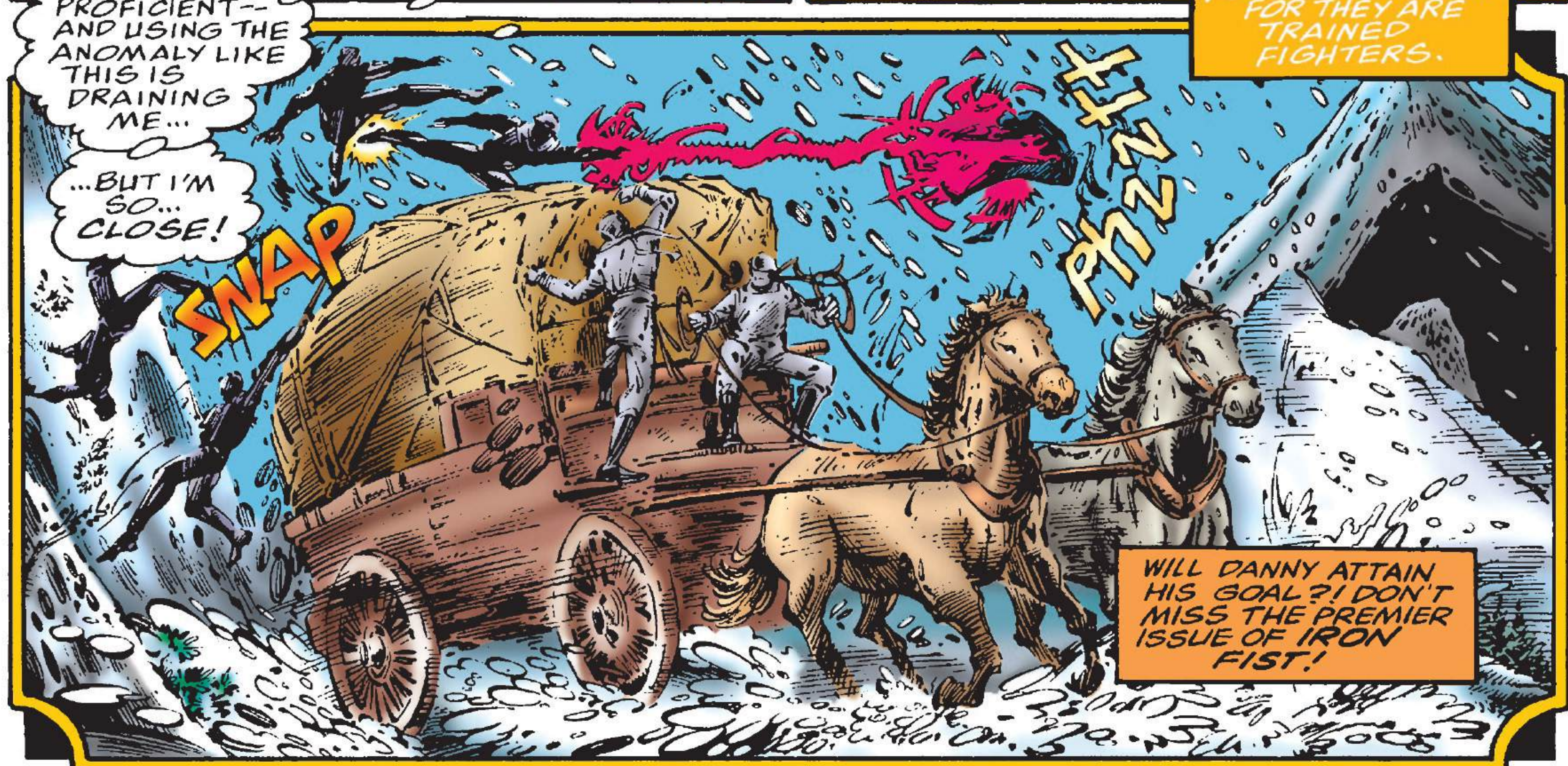
IT IS MINE.



DANNY-- FUNNEL THE POWER OF YOUR FIST THROUGH YOUR PIECES OF THE ANOMALY-- IT WILL GIVE YOU THE POWER TO GET THE FINAL PIECE!

TH-KAK

ALL ARE SILENT... FOR THEY ARE TRAINED FIGHTERS.



SNAP

PHZZT

WILL DANNY ATTAIN HIS GOAL? I DON'T MISS THE PREMIER ISSUE OF IRON FIST!

MARVEL
COMICS



SPIDER-MAN

SEP. '96

4

SPIDER-MAN

TEAM-UP
FEATURING

AVENGERS

APPROVED
BY THE
COMICS
CODE
AUTHORITY

WEBS OF TIME!

Prologue:

ONCE UPON
A TIME...

... AT THE TEMPLE OF
TIROP, IN MEXICO...

VRRRRRR

<LISTEN,
HECTOR, ANOTHER
TOURIST WHO CAN'T
READ SPANISH!>*

<YOU IN THE JEEP!
THIS TEMPLE IS
CLOSED! TURN
AROUND AND GO
BACK!>

* SINCE SOME OF YOU MIGHT NOT
BE ABLE TO AS WELL, WE'VE
PROVIDED TRANSLATIONS!
--YE CONSIDERATE EDITORS.

<OH, COME ON,
OFFICERS. WE
WERE TOLD THOSE
WARNINGS WEREN'T
FOR LOCALS. MY
BROTHER RUFINO
AND I HAVE COME
HERE PLENTY OF
TIMES BEFORE.>

<C'MON--YOU
DON'T NEED THOSE
GREAT BIG GUNS. DO
I LOOK... DANGEROUS
TO YOU?>

<ROSITA...
DON'T GET
CARRIED
AWAY-->

<GIRL--YOU LOOK
MORE DANGEROUS THAN
A HUNDRED GUNS--BUT
WE GOT OUR ORDERS-->

<NOW TURN THIS
BUGGY AROUND AND
GO BACK TO TOWN BE-
FORE I PUT YOU OVER
MY KNEE AND SPANK
YOU!>

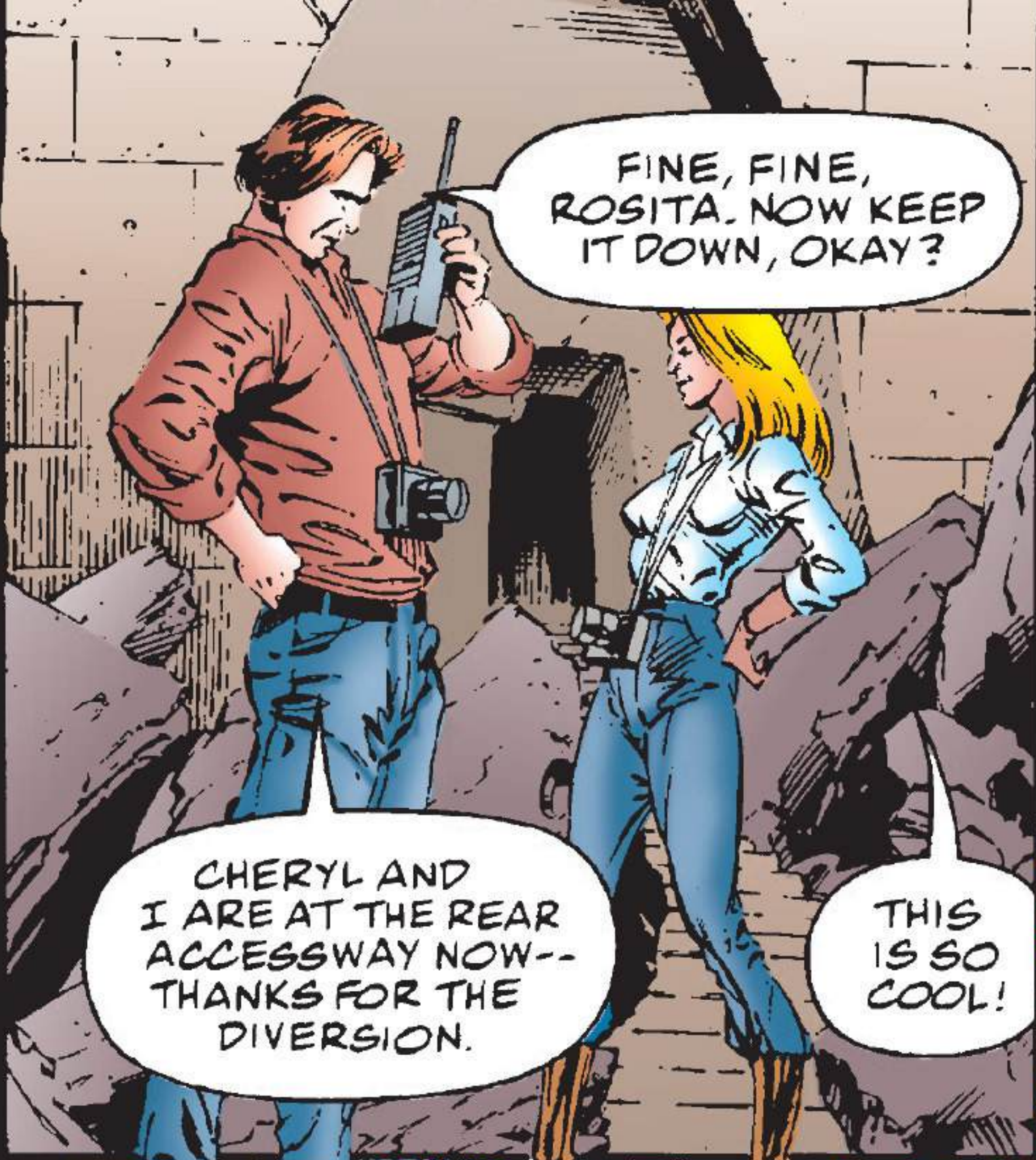
<OOOH--
THAT
COULD BE
FUN-->

<ROSITA!
SIT DOWN
BEFORE YOU
REALLY GET
'EM MAD!>

<I TELL YOU--I DON'T
KNOW WHY I LET YOU TALK
ME INTO THESE THINGS--!>

<OH, SHUT UP,
WIMP. IT
WORKED LIKE
A CHARM, DIDN'T
IT?>

OKAY,
GUYS--WE
DONE OUR
PART--PIECE
OF CAKE. HOW
YOU DOIN'?



FINE, FINE, ROSITA. NOW KEEP IT DOWN, OKAY?

CHERYL AND I ARE AT THE REAR ACCESSWAY NOW-- THANKS FOR THE DIVERSION.

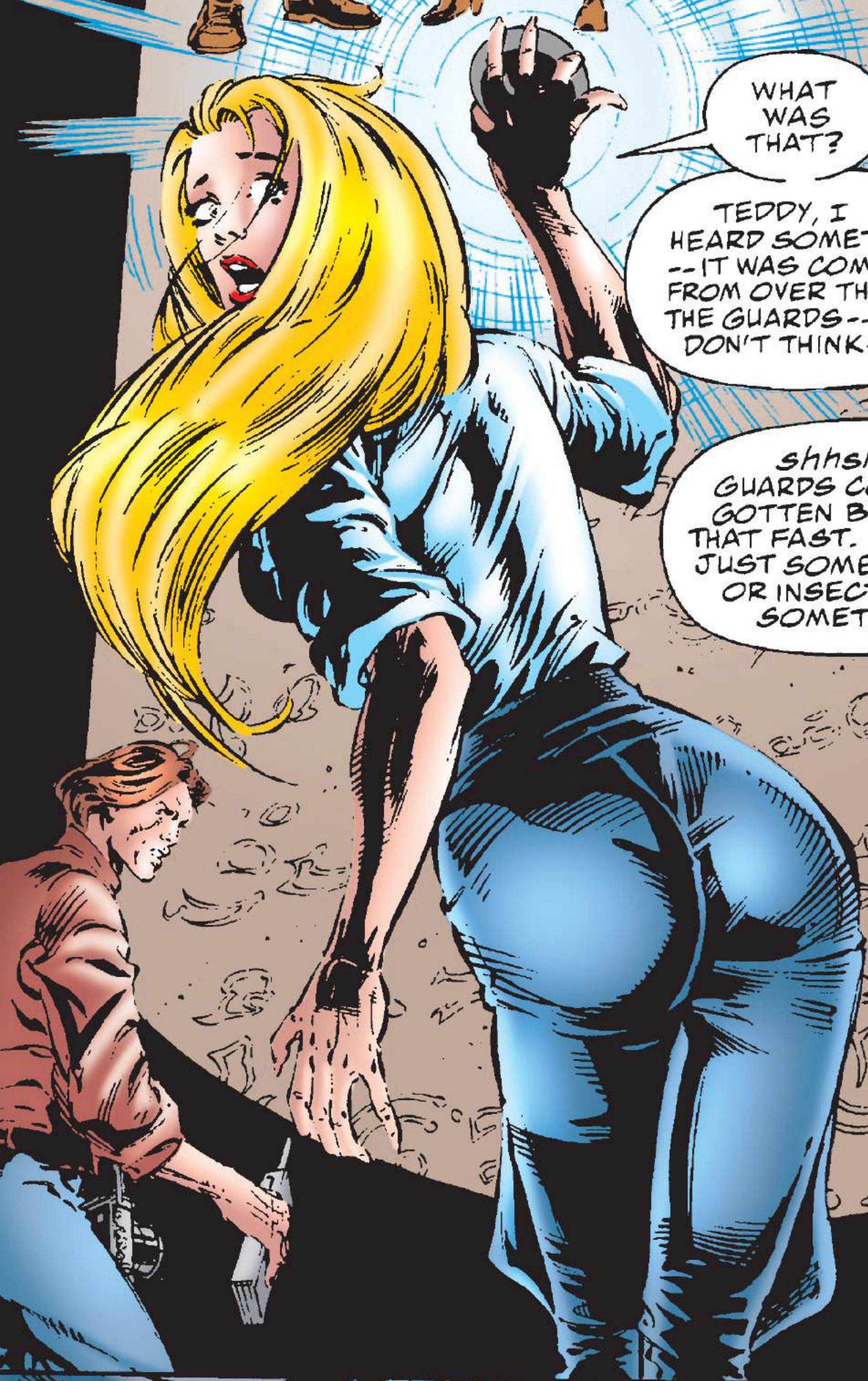
THIS IS SO COOL!

CHECK OUT THOSE CARVINGS! THE GUYS BACK IN SCHOOL ARE GONNA BE GREEN WITH ENVY! CAMERA LOADED?

HEY, BABE, I PROMISED YOU SOME EXCITEMENT ON THIS HONEYMOON, DIDN'T I?

YEP. HIGH-SPEED FILM ALL WOUND IN. I STILL DON'T GET WHY THEY SHUT DOWN THIS TOURIST ATTRACTION.

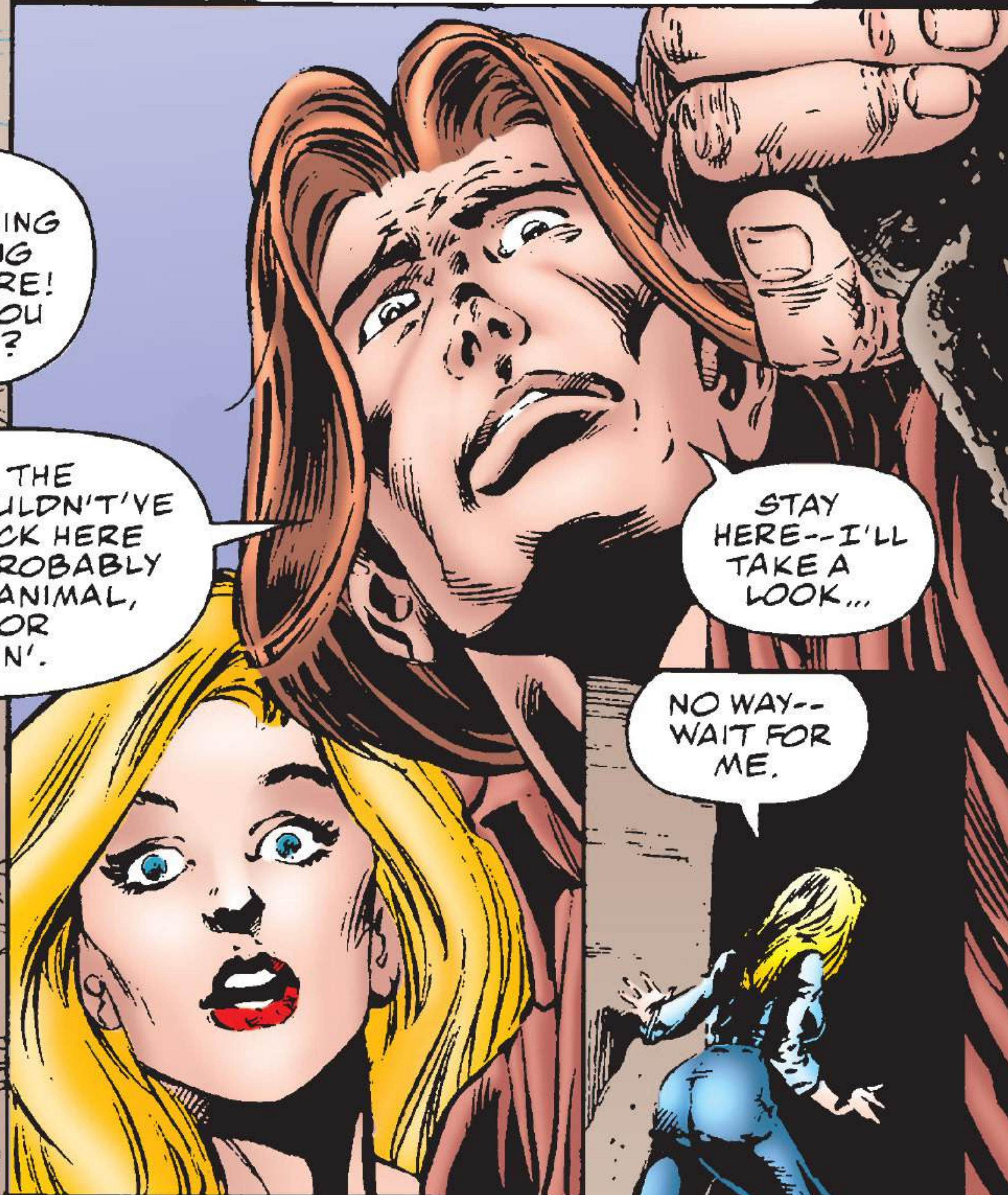
SOME SILLY SUPERSTITION, FROM WHAT I HEARD. YOU KNOW HOW IGNORANT THESE LOCALS--



WHAT WAS THAT?

TEDDY, I HEARD SOMETHING -- IT WAS COMING FROM OVER THERE! THE GUARDS-- YOU DON'T THINK--?

SHHSH. THE GUARDS COULDN'T'VE GOTTEN BACK HERE THAT FAST. PROBABLY JUST SOME ANIMAL, OR INSECT, OR SOMETHIN'.



STAY HERE-- I'LL TAKE A LOOK...

NO WAY-- WAIT FOR ME.

WILL YOU CHILL OUT, BABE? I TOLD YA-- IT'S PROBABLY NOTHING MORE THAN A-- A BIG SPIDER OR SOMETHING!

<Y'HEAR THAT, ROSITA?! JUST LIKE THE TOWNSPEOPLE SAID--!>

<SHUT UP! GOD, RUFINO-- HOW I WISH YOU WERE MY BROTHER!>

<IT'S GETTING SO EMBARRASSING CALLING YOU MY BOYFRIEND! SUCH A-->

CHERYL-- OH MY GOD! BABY, RUN! RUN!

RUFINO! ROSITA! GET THE GUARDS! PLEASE! THERE'S--



EEEEEEAAAARRRR!

¡MADRE DE DIOS!

<JUAN-- DID YOU HEAR THAT?!!>

<YOU THINK I'M DEAF? 'COURSE I HEARD IT!>

<C'MON!!>

<RUFINO! WHAT ARE YOU DOING?! STOP!!>

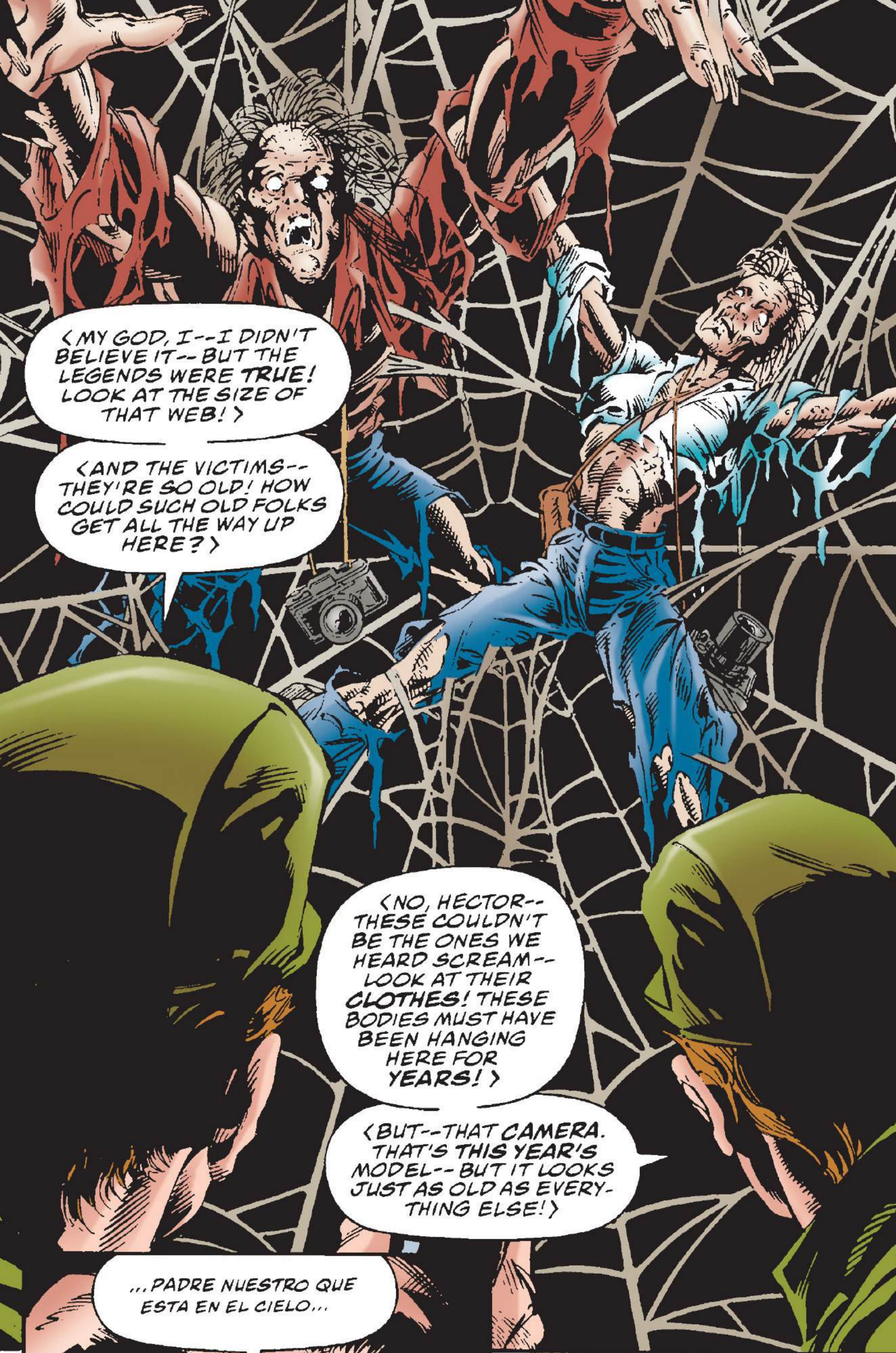
¡NO!

<I DON'T CARE HOW MUCH THOSE CRAZY GRINGOS PAY ME-- AIN'T ENOUGH PEGOS IN THE WORLD TO GET ME TO GO IN THERE AFTER 'EM!>

<WE'RE GETTING OUT OF HERE, ROSITA! NOW!-->

"<-- BEFORE 'EL ARANA DEL DIABLO' COMES AFTER US, TOO!>"

¡MADRE DE DIOS!



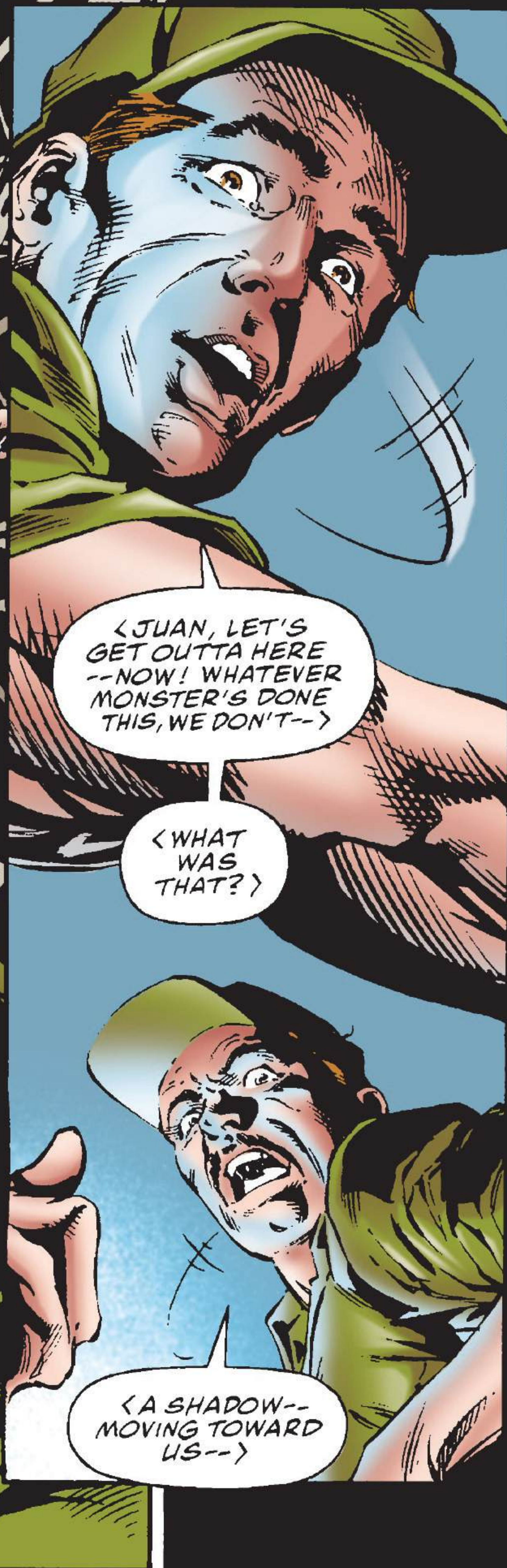
<MY GOD, I--I DIDN'T BELIEVE IT-- BUT THE LEGENDS WERE TRUE! LOOK AT THE SIZE OF THAT WEB!>

<AND THE VICTIMS-- THEY'RE SO OLD! HOW COULD SUCH OLD FOLKS GET ALL THE WAY UP HERE?>

<NO, HECTOR-- THESE COULDN'T BE THE ONES WE HEARD SCREAM-- LOOK AT THEIR CLOTHES! THESE BODIES MUST HAVE BEEN HANGING HERE FOR YEARS!>

<BUT--THAT CAMERA. THAT'S THIS YEAR'S MODEL-- BUT IT LOOKS JUST AS OLD AS EVERY-THING ELSE!>

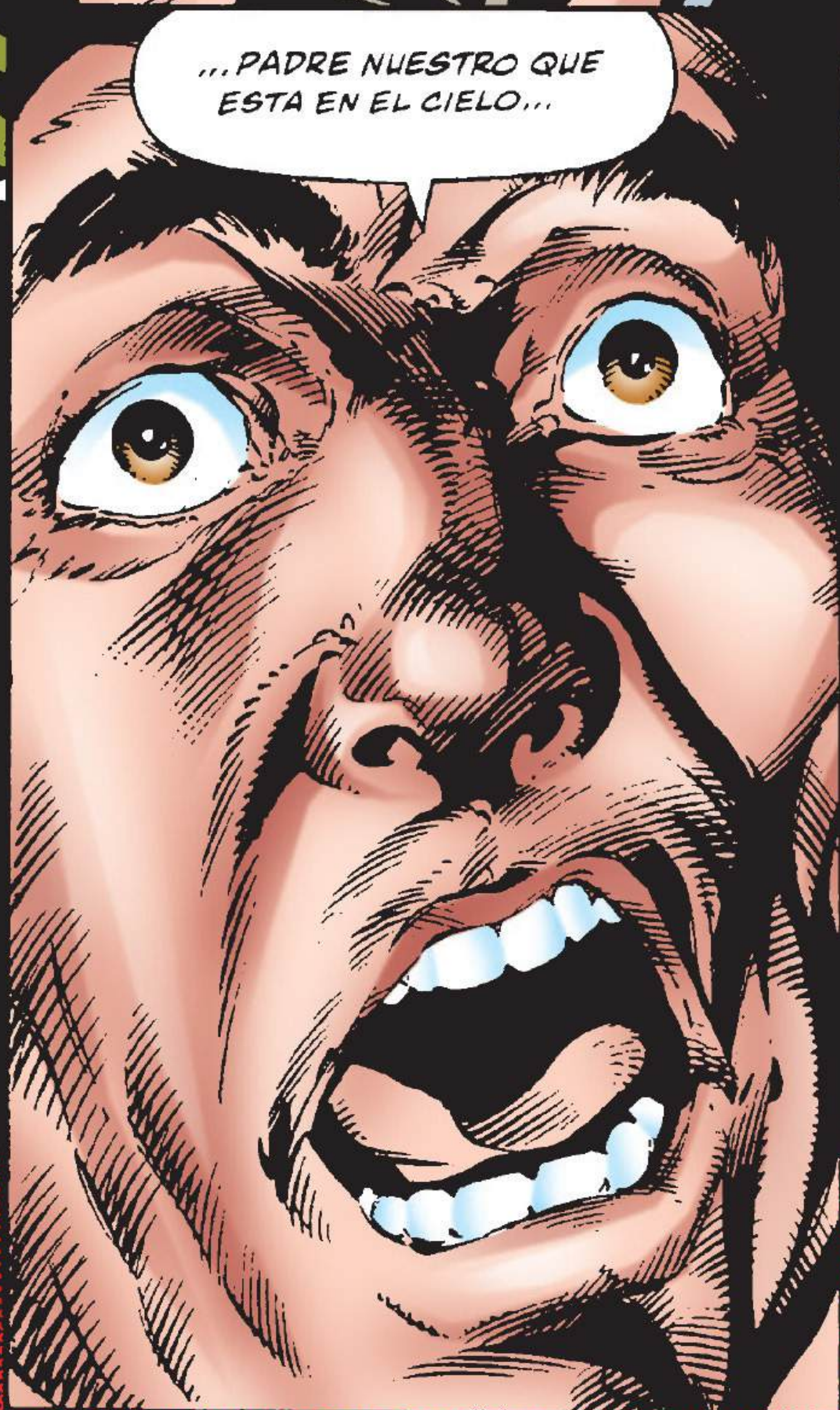
...PADRE NUESTRO QUE ESTA EN EL CIELO...



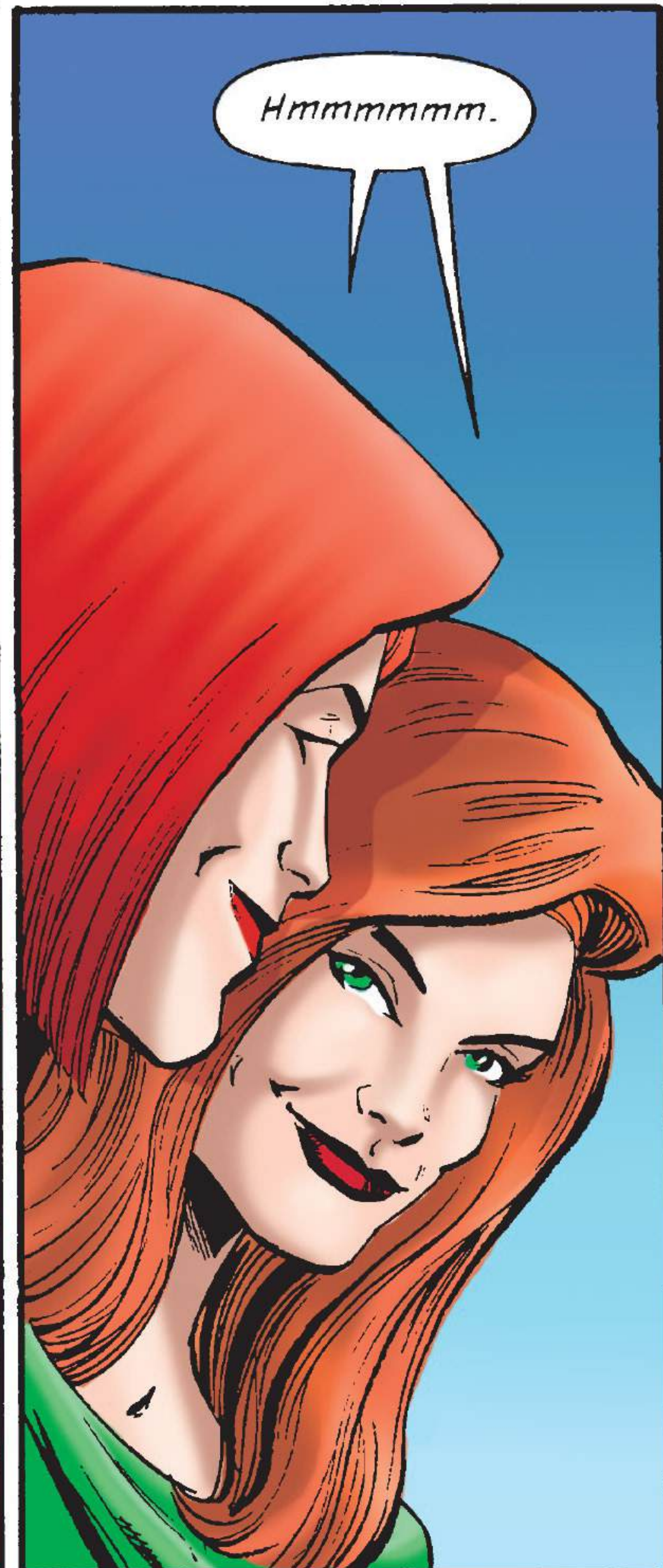
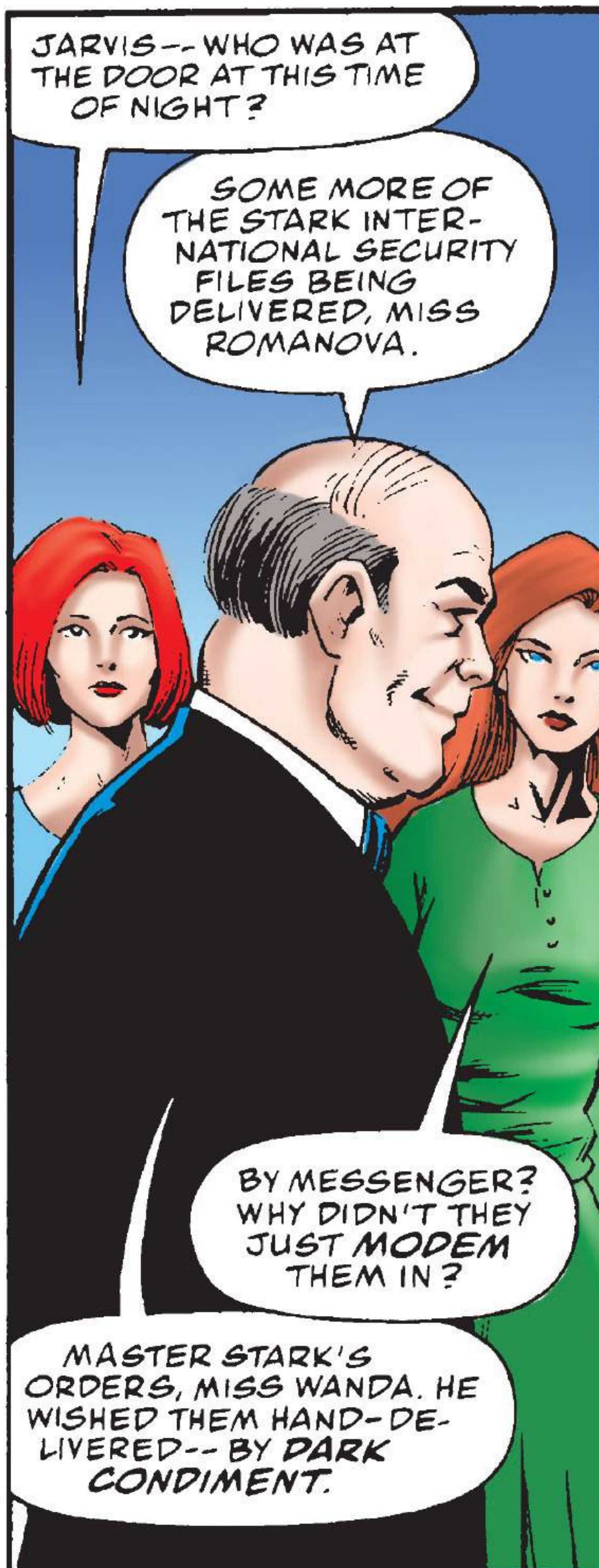
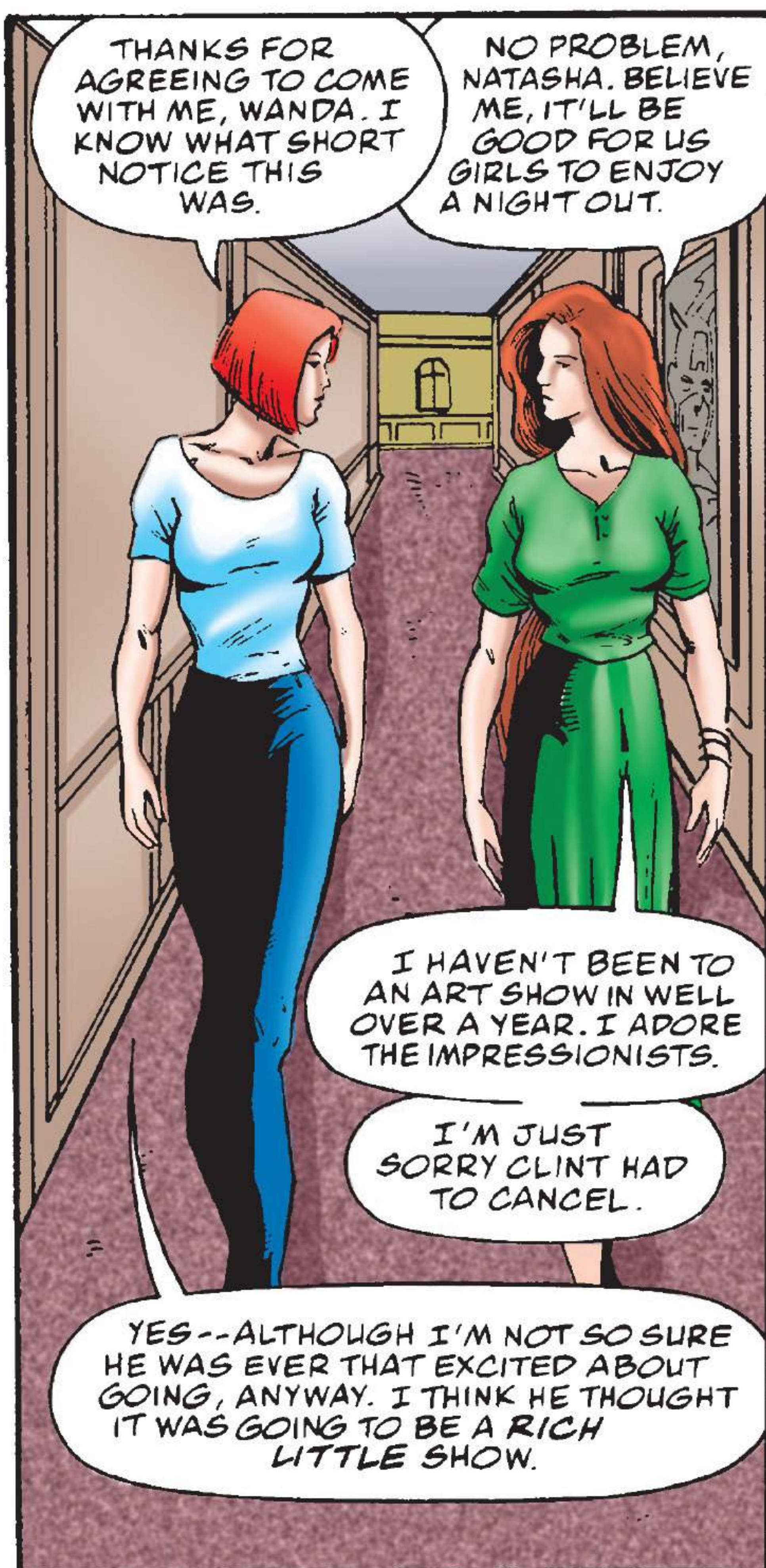
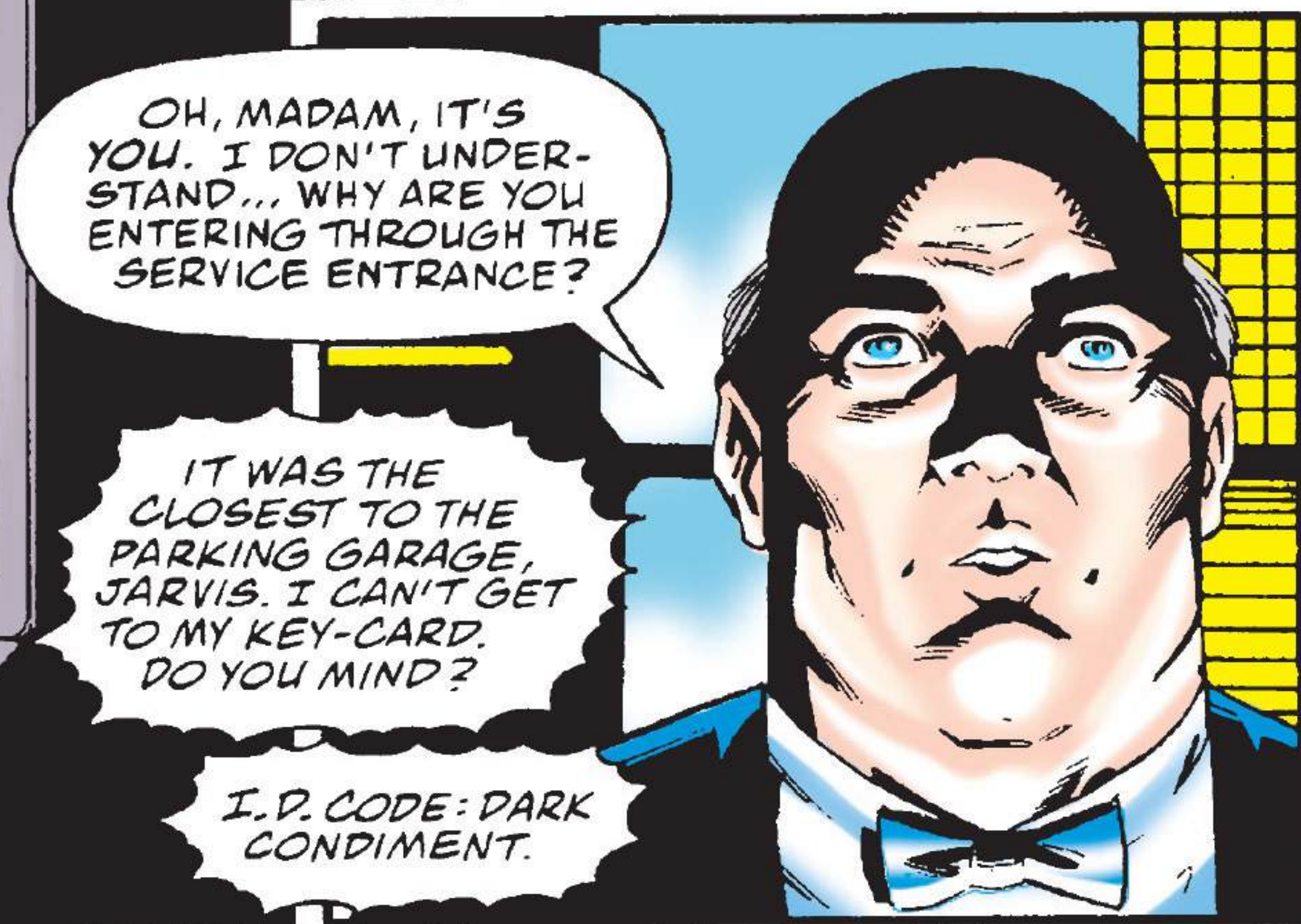
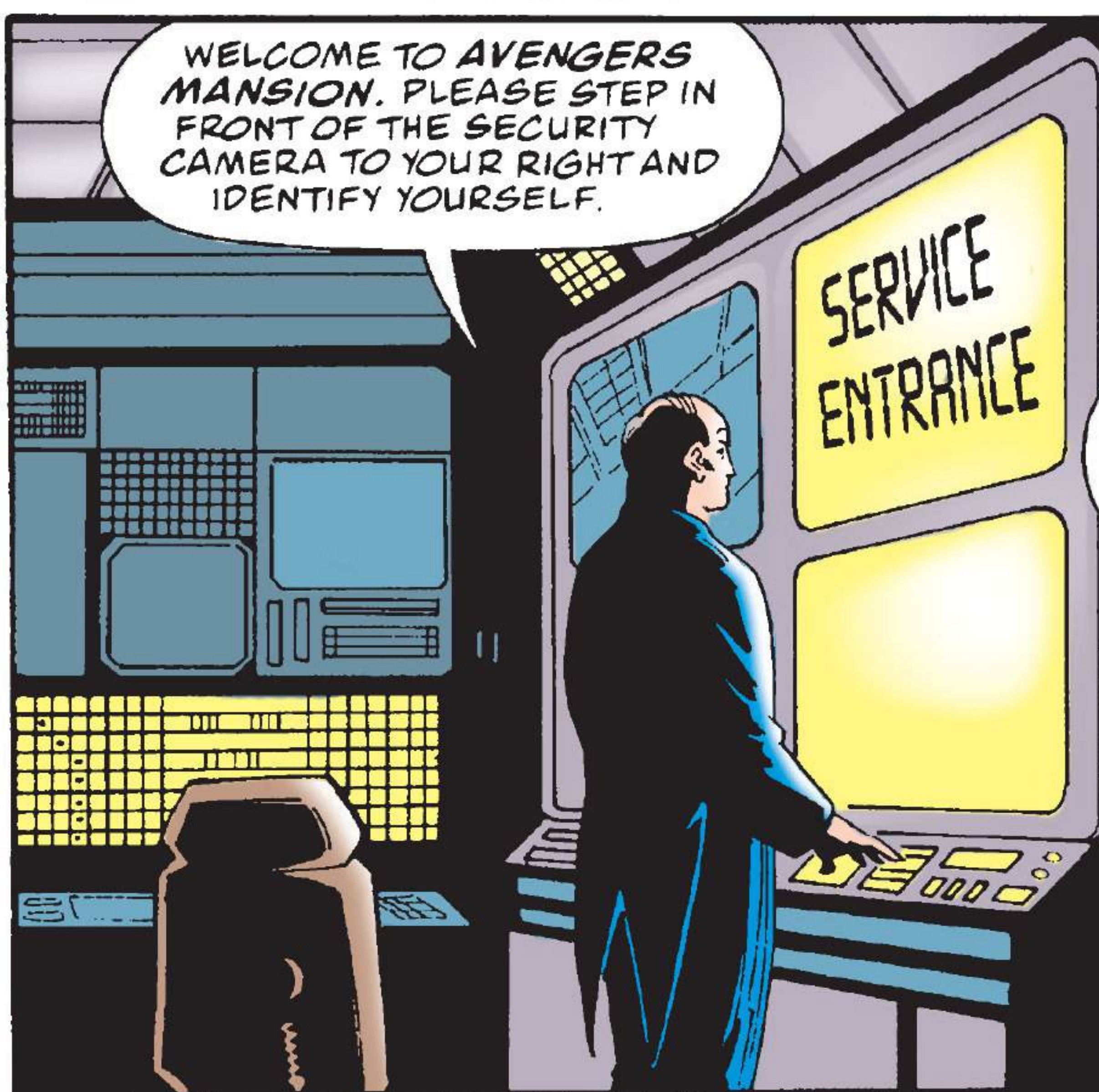
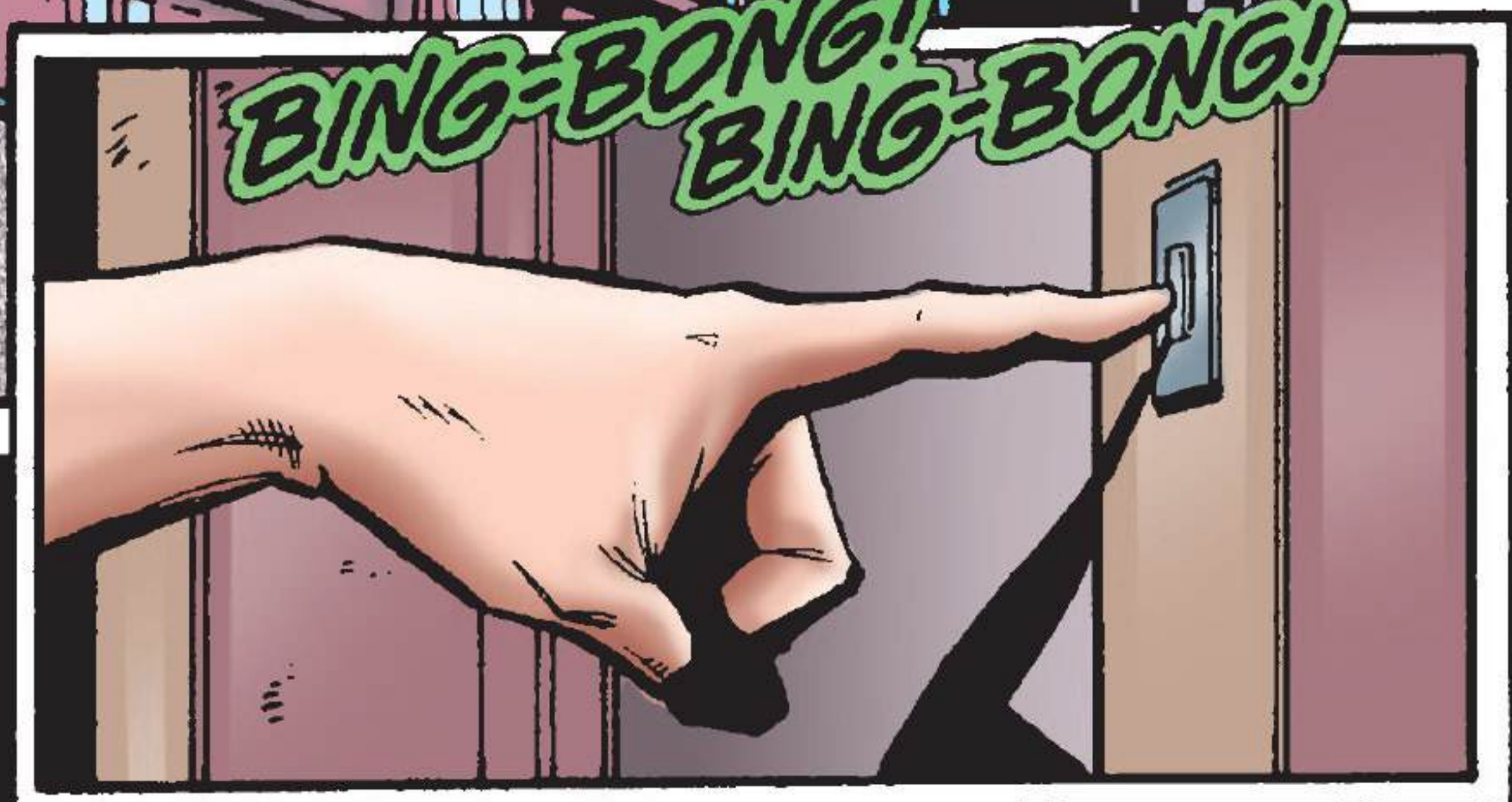
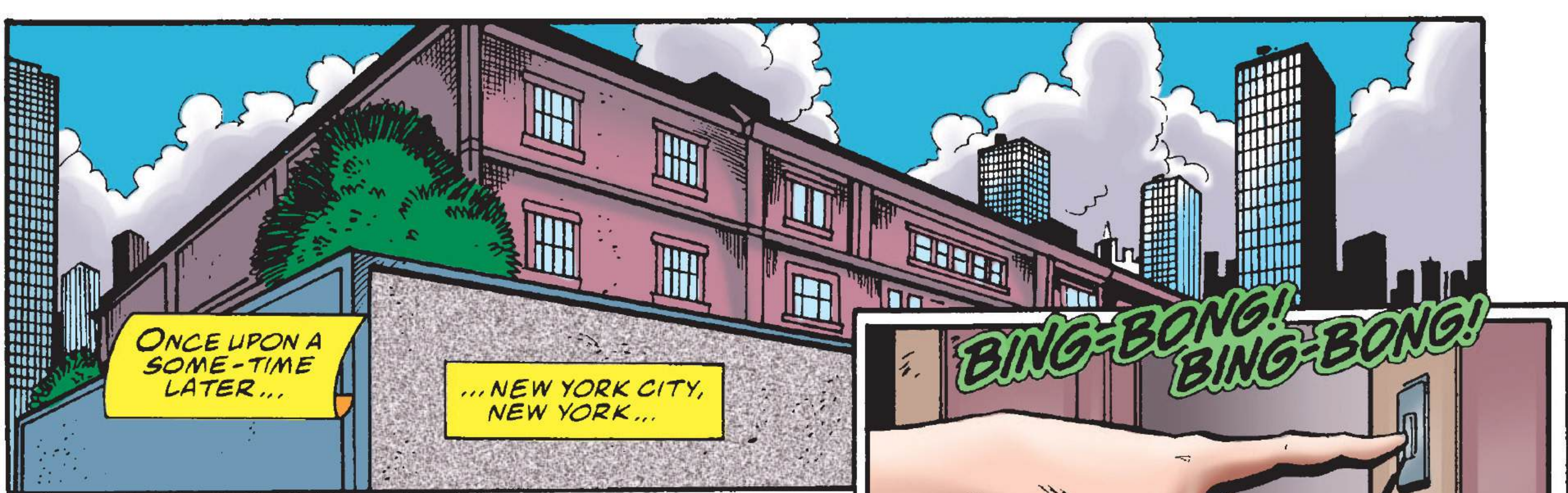
<JUAN, LET'S GET OUTTA HERE --NOW! WHATEVER MONSTER'S DONE THIS, WE DON'T-->

<WHAT WAS THAT?>

<A SHADOW-- MOVING TOWARD US-->



AAAAARRRRHHH!



Stan Lee Presents:

WEBS OF TIME



THAT TEARS IT,
TIN-MAN! IT'S TIME
YOU AND ME
SETTLED THIS WAR,
RIGHT HERE, RIGHT
NOW!

YA HEAR ME,
RUST-PILE? NOW
IT'S JUST DOWN TO
YOU AND ME!

SUITS ME,
CUPID! LET'S
SEE WHAT
YOU GOT!

Chapter One:

TIME WAITS FOR NO ONE

TONY, MONITORS INDICATE YOUR ASSAULT SYSTEMS CHARTING UP WELL PAST FILE BASELINE.

POWER DOWN 30%. THAT ARMOR IN THE VIDEO DIDN'T HAVE THE PLASMA-DISRUPTORS YOU'RE FIRING UP.

THIS IS THE ARMOR HE SELECTED, JAN. THIS IS THE ONE HE'S GOING TO HAVE TO SURVIVE IN.

THAT'S ONE OF THE POINTS OF THIS EXERCISE: TO KNOW JUST HOW MUCH POWER IS NECESSARY FOR A SPECIFIC BATTLE STRATEGY.

BOY, HANK-- WHY DIDN'T YOU AND CLINT JUST LET HIM PUT ON THE OLD ARMOR FOR THIS TEST, THEN? YOU'RE PUTTING A KID INTO A LAMBORGHINI AND TELLING HIM HE CAN ONLY DO 15 MPH.

YEAH? FEELS MORE LIKE A MIDNIGHT SCREENING OF THE ROCKY HORROR PICTURE SHOW--

OH, YEAH-- YOU'VE NEVER BEEN TO ONE OF THOSE--

THIS IS SERIOUS, JAN. THE OTHER TONY MAY NOT HAVE HAD ACCESS TO SUCH POWER WHEN HE WAS NINETEEN-- BUT THIS TONY DOES--

--AND WE HAVE TO KNOW WHETHER OR NOT HE CAN CONTROL IT!

OKAY, HAWKEYE AND IRON MAN-- PLAYBACK OFF--

Y'HEARD THE BIG GUY, KID! IMPROVISE!

REMEMBER EVERYTHING ON THE TAPE! WHAT DO YOU DO NOW? WHAT DO YOU DO?!

IRON MAN'S BRAIN DESPERATELY RACES THROUGH ALL THE INFORMATION, HIS MIND TRYING TO OUTFRAN THE POINTED SHAFT ZOOMING TOWARD HIM...

THE ARROW HAS A CONCUSSIVE MECHANISM, HE REMEMBERS-- IT CAN PULVERIZE HIS BRAIN UPON IMPACT--

--NOT TO MENTION WHAT IT'LL DO TO HIS DAMAGED HEART.

IT'S GOT A MAGNETIC TRACKER THAT WILL FOLLOW HIM WHEREVER HE GOES--

"WHAT DO YOU DO?"

WHATEVER
YOU CAN.

A WIDE-FIELD BURST FROM HIS REPULSORS
EXPLODES THE DEADLY SHAFT MERE
INCHES FROM HIS IRON SKIN--

--SENDING CONCENTRIC
WAVES OF CONCUSSIVE
ENERGY COURSEING OUT-
WARD-- ELECTRIFYING
EVERYTHING IN ITS
WIDENING PATH--

--INCLUDING--

uh-
oh.

YOWWW!

ROGER THAT,
HAWKEYE!
ACTIVATING
REMOTE
OVERRIDE--

NO!!

HOW'S THAT
FOR IMPROVISA-
TION, HUH, MR.
HAWKEYE?

DIDN'T THINK I
COULD DO IT, DID
YOU? DIDN'T THINK
A KID COULD
FIGURE OUT HOW
TO--

THIS ARMOR
IS MINE! I'LL
TAKE CARE OF
THIS-- MY
WAY!!

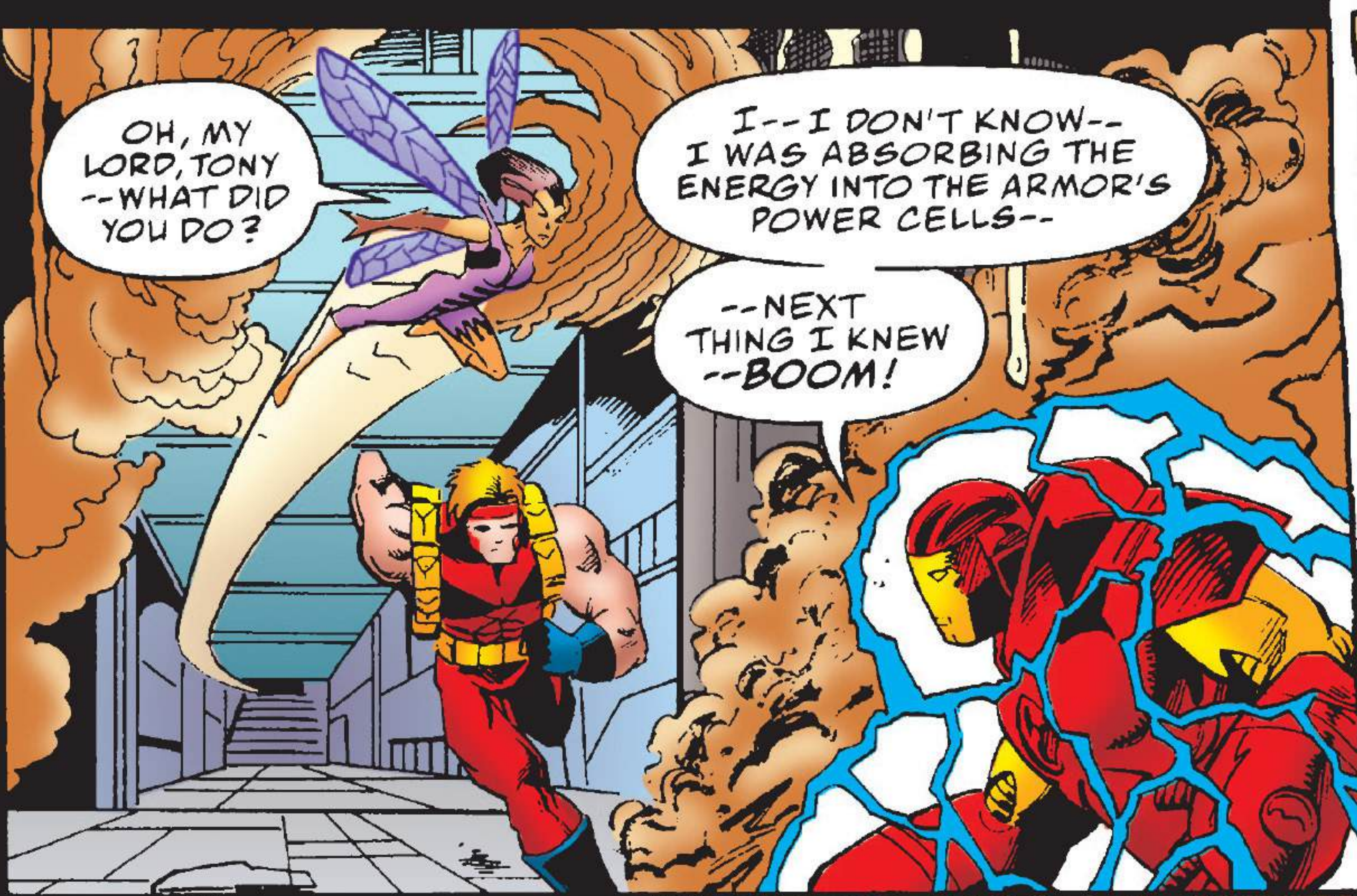
ALL I HAVE
TO DO IS ACCESS
MY AUXILIARY TRANS-
FORMER--

--ABSORB ALL
THE RUNAWAY
ENERGY-- LIKE
THIS!

YOU IDIOT! THAT'S
EXACTLY WHAT YOU
WEREN'T SUPPOSED
TO DO!

HANK! TURN THIS
SUCKER OFF BEFORE THE
KID FRIES IN THERE!

BTDOOM!



OH, MY LORD, TONY --WHAT DID YOU DO?

I-- I DON'T KNOW-- I WAS ABSORBING THE ENERGY INTO THE ARMOR'S POWER CELLS--

--NEXT THING I KNEW --BOOM!



WAIT A MINUTE--WHERE'S HAWKEYE?

CLINT!!

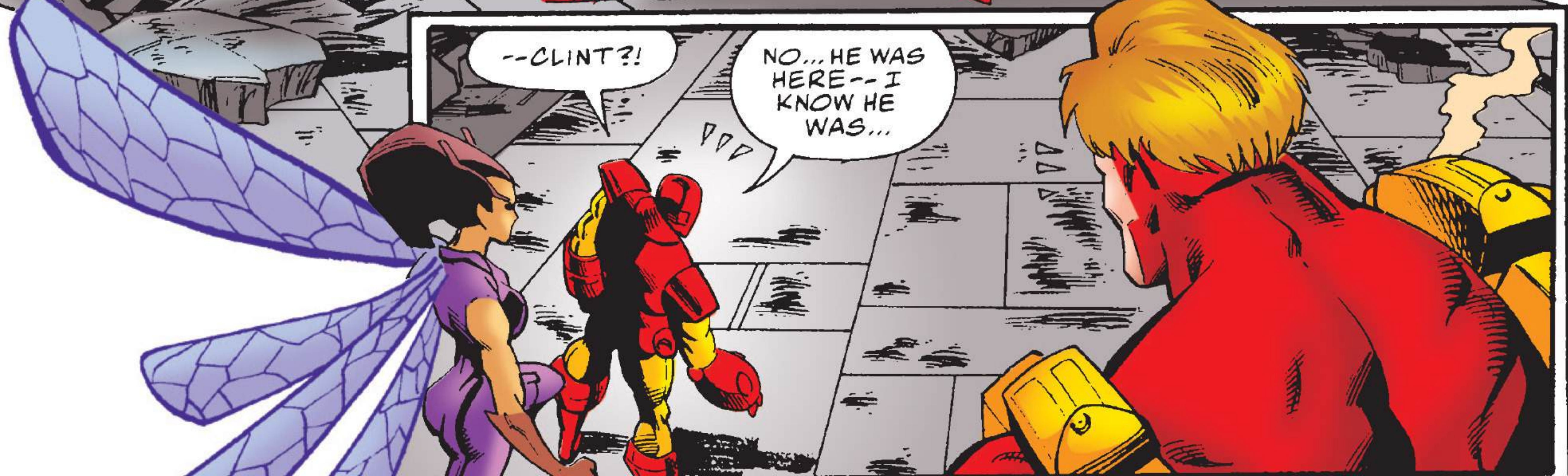


CALM DOWN, TONY. YOU'RE NOT GOING TO ACCOMPLISH ANYTHING BY PANICKING. IT'S YOUR IMPULSIVENESS THAT CAUSED THIS TO BEGIN WITH.

BY FORCE-FEEDING THAT MUCH ENERGY INTO YOUR REPULSORS' POWER CELLS WITHOUT RECALIBRATING THE FEED, YOU OVERLOADED THE SYSTEM!

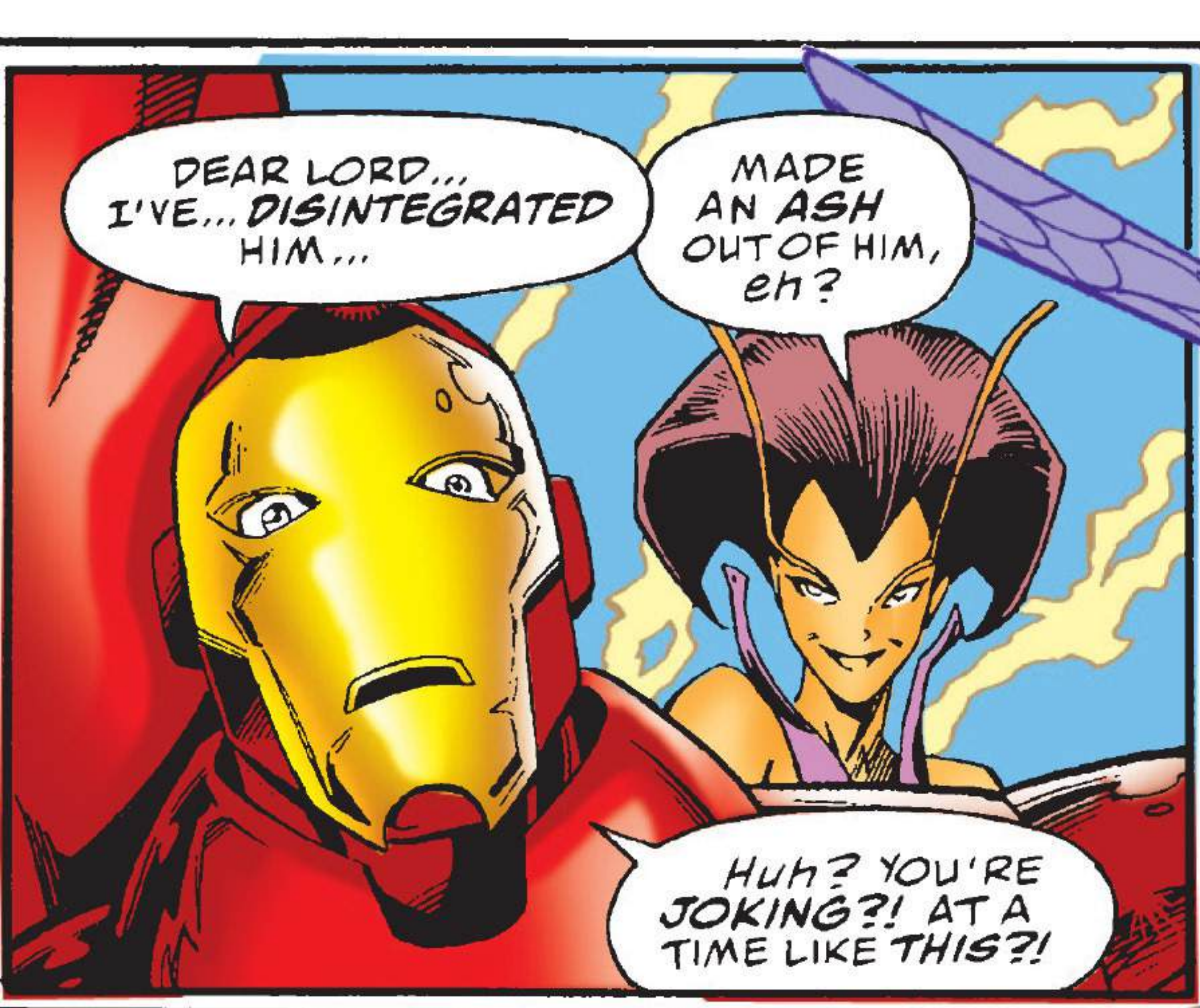
FOR PITY'S SAKE, HANK, WILL YOU LIGHTEN UP ON THE POOR BOY? HE'S FEELING BAD ENOUGH AS IT IS!

HOW DO YOU THINK HE'S GOING TO FEEL WHEN WE FIND--



--CLINT?!

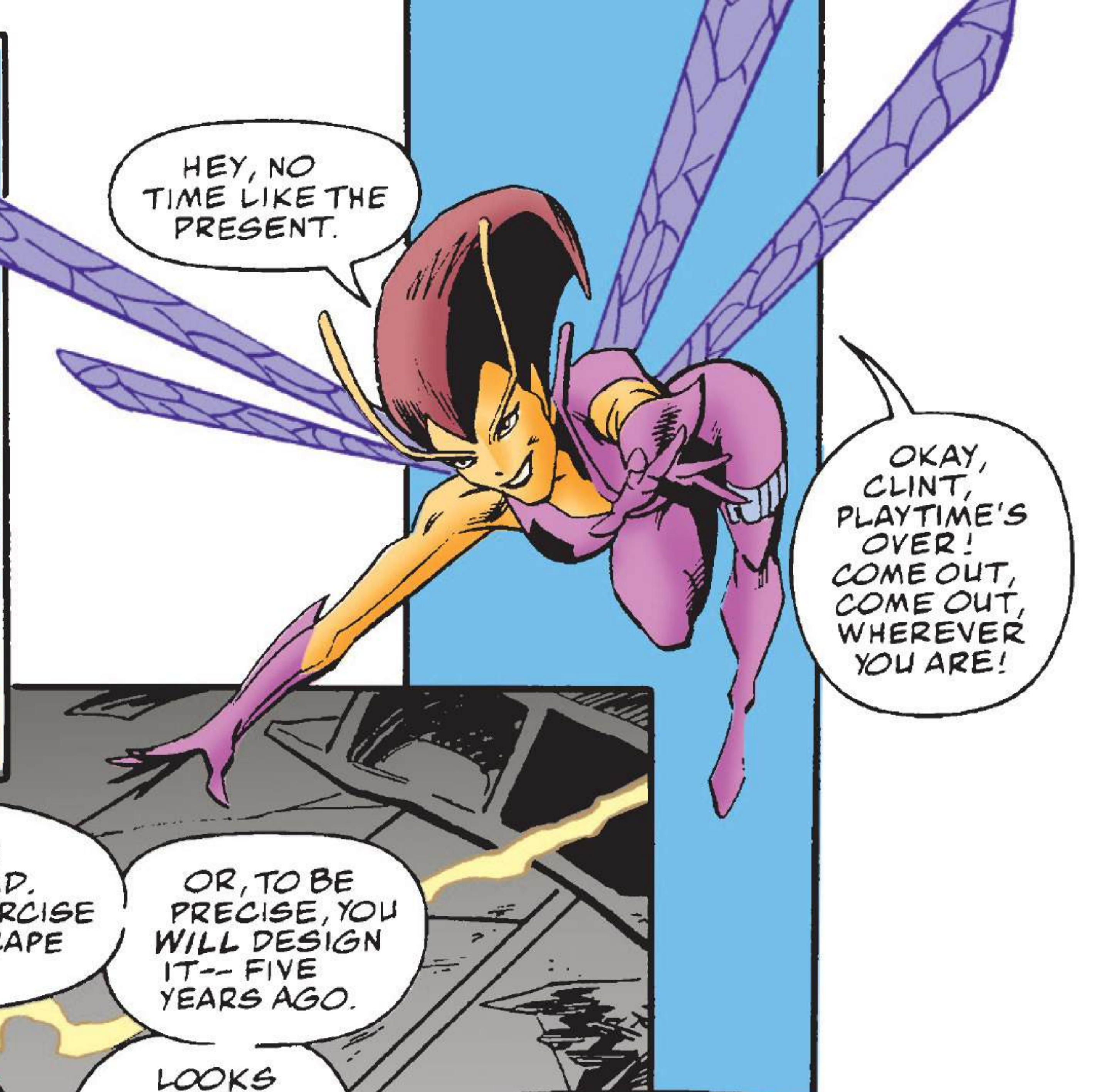
NO... HE WAS HERE-- I KNOW HE WAS...



DEAR LORD... I'VE... DISINTEGRATED HIM...

MADE AN ASH OUT OF HIM, EH?

HUH? YOU'RE JOKING?! AT A TIME LIKE THIS?!



HEY, NO TIME LIKE THE PRESENT.

OKAY, CLINT, PLAYTIME'S OVER! COME OUT, COME OUT, WHEREVER YOU ARE!



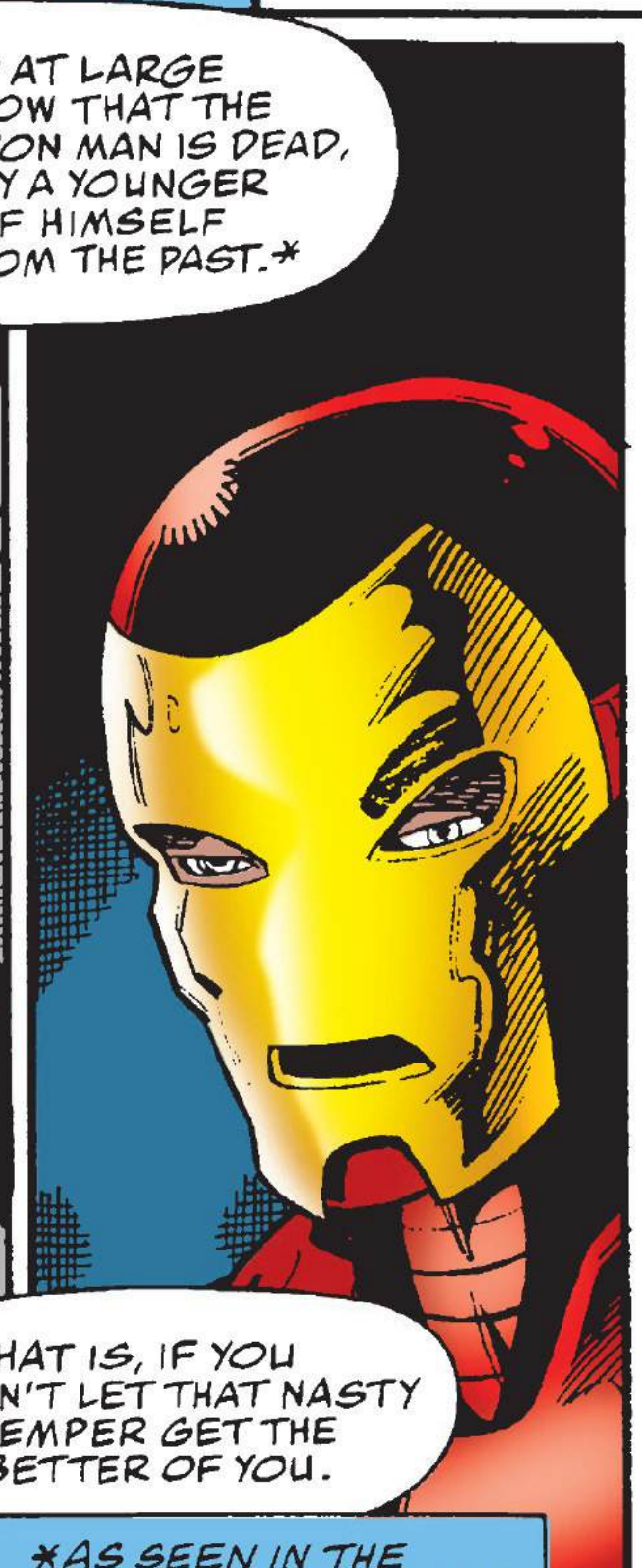
HI, THERE!

HEY, DON'T LOOK SO SURPRISED, SHELL-HEAD. YOU DESIGNED THIS EXERCISE ROOM, AFTER ALL-- ESCAPE HATCHES AND ALL.

OR, TO BE PRECISE, YOU WILL DESIGN IT-- FIVE YEARS AGO.

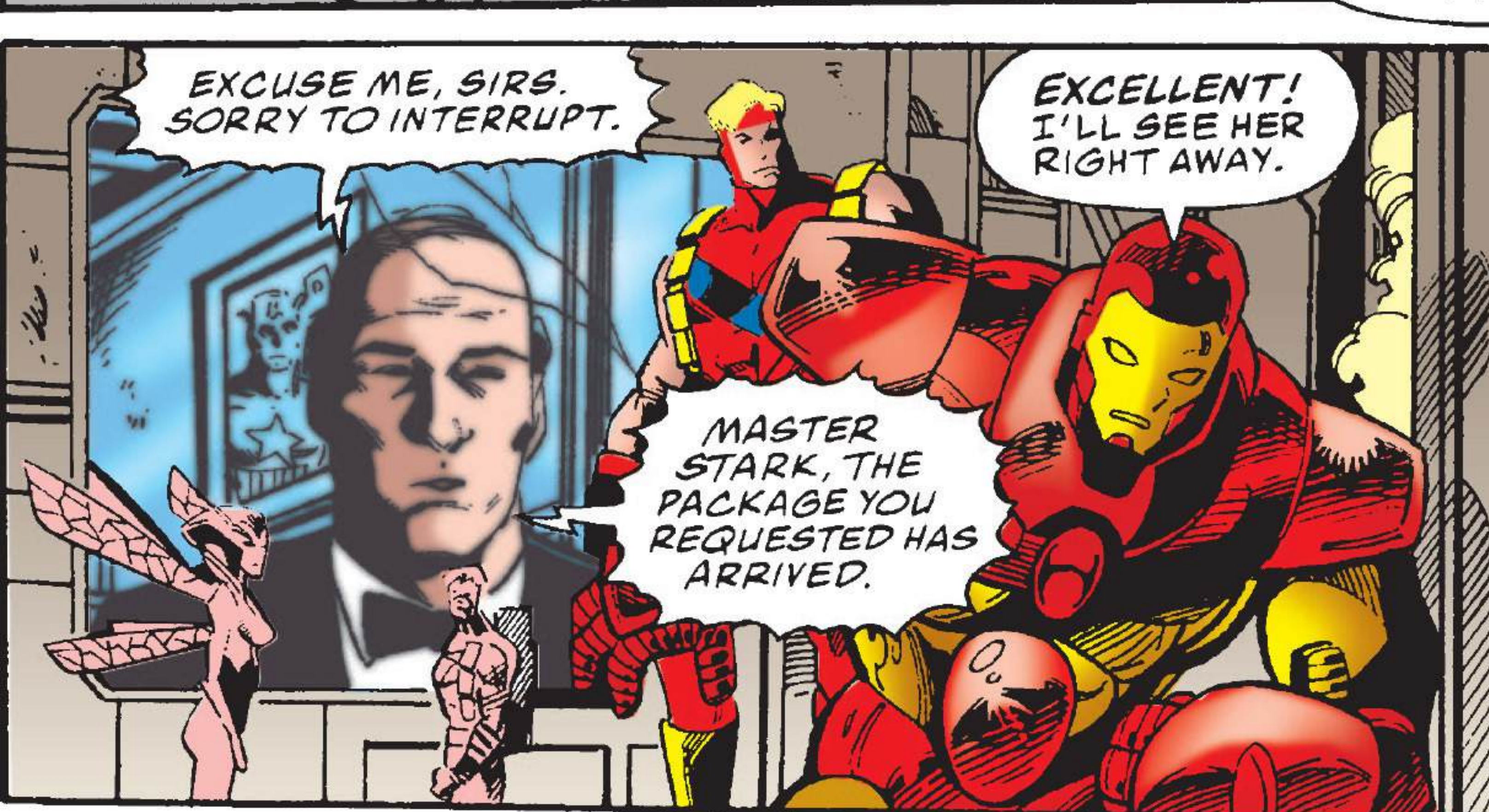
LOOKS LIKE YOUR EDUCATION STILL NEEDS A LOT OF WORK, LITTLE ANTHONY.

THE WORLD AT LARGE DOESN'T KNOW THAT THE ORIGINAL IRON MAN IS DEAD, REPLACED BY A YOUNGER VERSION OF HIMSELF PLUCKED FROM THE PAST.*



IF WE'RE GONNA KEEP 'EM FOOLED, WE GOTTA GET YOU UP TO THE OLDER TONY'S EXPERIENCE LEVEL.

THAT IS, IF YOU DON'T LET THAT NASTY TEMPER GET THE BETTER OF YOU.



EXCUSE ME, SIR. SORRY TO INTERRUPT.

EXCELLENT! I'LL SEE HER RIGHT AWAY.

MASTER STARK, THE PACKAGE YOU REQUESTED HAS ARRIVED.



*AS SEEN IN THE AVENGERS' "TIMESLIDE" SAGA-- TOM.

HER?

Hmmmm.

JAMAICA,
NEW YORK.
SAME TIME.

... AND THAT'S
PRETTY MUCH LIKE WE
LEFT IT, TANISHA. YOU
KNOW HOW SAMMY GETS
ON PAYDAYS.

THAT AIN'T NO
CANDY, CHILD. MOMMA
DON'T WANT YOU TO GO
NEAR THOSE MEN
EVER, 'HEAR?

SEE,
BEVERLY? THIS
NEIGHBORHOOD'S
HARD ENOUGH TO
RAISE KIDS IN
WITHOUT YOUR OL'
MAN MAKIN' IT
ANY HARDER!

THAT'S CHUMP
TALK, GIRL. IF 'N MY
OL' MAN WERE
GAMBLIN' AND
DRINKIN' HIS PAYCHECK
AWAY EV'RY WEEK,
LORD GIRL, YOU CAN
BE SURE I'D BE AT
THE PLANT EV'RY PAY-
DAY TO MAKE SURE ME
'N' THE KIDS GOT
TOOK CARE OF
FIRST!

MOMMA--
THERE'S THOSE
MEN AGAIN. THE
ONES WITH
CANDY.

TANISHA,
MAYBE WE
SHOULD CROSS
THE STREET--

YEAH, OKAY-- BUT
ONLY 'CAUSE LONNIE'S
WITH ME. I AIN'T
SCARED--

THE SOUNDS OF
THE CITY ARE
BURIED BENEATH
THE SCREAM OF
RUBBER TIRES
TEARING INTO
ASPHALT--!

SCREEEEEEEECH!

IN THIS
NEIGHBOR-
HOOD, IT IS
A SCREAM
ALL TOO
FAMILIAR.

AS FAMILIAR AS THE SCREAM OF SEMI-
AUTOMATIC WEAPONS BLASTING OUT
FROM A SPEEDING CAR'S WINDOW.

AS FAMILIAR AS
THE SCREAMS OF
WOULD-BE DRUG
LORDS HAVING
THEIR LOATHSOME
REIGN TERMIN-
ATED IN A HAIL OF
HOT METAL.

AS FAMILIAR AS
THE SCREAMS OF
FOUR INNOCENT
BYSTANDERS
GAPING HELPLESS-
LY AS DEATH
BARRELS DOWN
TOWARD THEM AT
50 MILES PER
HOUR.



BUT, FROM DEEP WITHIN THE CHORUS OF SCREAMS COMES A WHISPER.

A GASP.



AND AFTER ONE FINAL BLARE, THE SCREAMING STOPS.



AND ONCE AGAIN THE GASP IS HEARD.

FROM ABOVE--PERHAPS FROM HEAVEN, WHERE MIRACLES ARE COMMONPLACE.

SWEET MOTHER OF MERCY...



ALRIGHT, YA MUGGS! LICENSE AND REGISTRATION, PLEASE!



SPEEDING, RECKLESS DRIVING, SHOOTING DRUG DEALERS OUT OF SEASON, WEARING REALLY UGLY MASKS--

OH YEAH, WE'RE GONNA HAVE TO FIND ONE BIG SUCKER OF A BOOK TO THROW AT YOU GUYS!

I'M MAKIN' A CITIZEN'S ARREST, OKAY? HOW'S ABOUT MAKIN' IT EASY FOR ME AND PUTTIN' DOWN THOSE GUNS, hmmm?

THOUGHT NOT. AHH, YOUTH... SO PREDICTABLE.

THIS SHOULD BE FUN.



OH MAN, THIS IS GREAT! THIS IS SO FREAKIN' GREAT!

I'M GONNA MAKE A FORTUNE WITH THIS VIDEO!

HUSH, LONNIE. EV'RYTHIN'S FINE NOW. NUTHIN' TO BE ASCARED OF, NO. HUSH NOW, BABY.

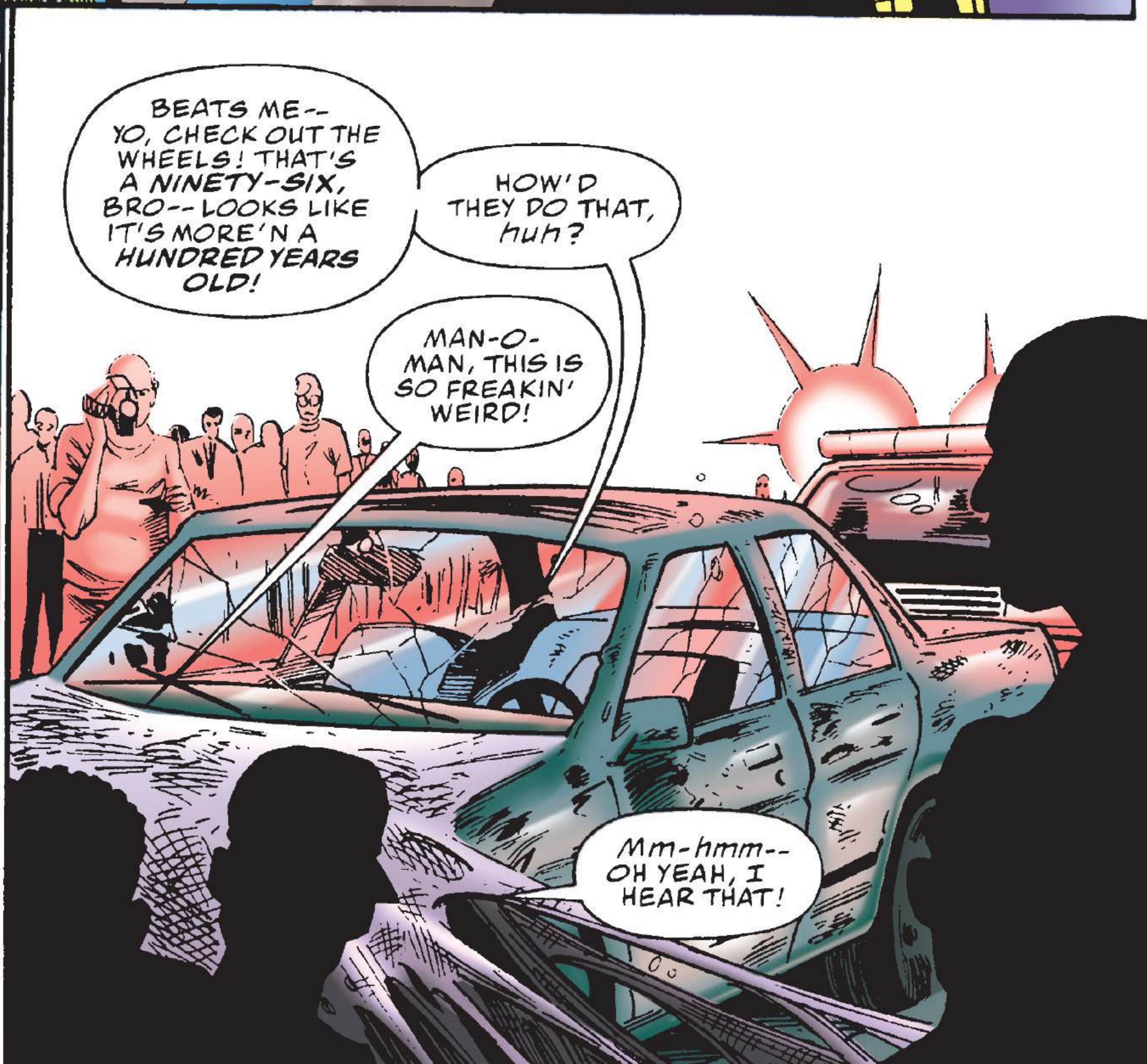


"THE GOOD LORD'S SENT US A GUARDIAN ANGEL. EV'RYTHIN'S GONNA BE JUST FINE."



YO, DARYL! SEE THAT? DIDN'T TAKE SPIDER-MAN EVEN A MINUTE TO DOWN THOSE HOMEYS!

YEAH, COOL, CHI, BUT WHERE'S HE TAKIN' 'EM? HE USUALLY LEAVES 'EM FOR THE COPS! WASSUPWIDDAT, huh?



BEATS ME-- YO, CHECK OUT THE WHEELS! THAT'S A NINETY-SIX, BRO-- LOOKS LIKE IT'S MORE 'N A HUNDRED YEARS OLD!

HOW'D THEY DO THAT, huh?

MAN-O-MAN, THIS IS SO FREAKIN' WEIRD!

Mm-hmm-- OH YEAH, I HEAR THAT!

AVENGERS
MANSION.

WHOA-- I
SURE GREW
UP TO BE ONE
BUSY LITTLE
BEE, DIDN'T
I?

WITH ALL THE
RESPONSIBILITIES RUN-
NING STARK INDUSTRIES,
PLUS JETTING AROUND
HAVING ADVENTURES AS
IRON MAN, IT'S A
MIRACLE I HAD ANY
TIME FOR A SOCIAL
LIFE.

NO
WONDER
I STARTED DRINK-
ING.

IT DIDN'T ACTUALLY GET TOO BAD
UNTIL A FEW YEARS AFTER YOU -- UM--
TONY-- GOT BACK FROM THE JUNGLE. GOD,
IT SURE FEELS WEIRD DESCRIBING YOUR
ACTIONS AS AN ADULT IN THE PAST
TENSE.

HEY, PEPPER, I'M
GETTING USED TO
IT. ANYWAY, I GOTTA
SAY I'M IMPRESSED
WITH YOUR THOR-
OUGHNESS.

WELL,
THAT'S WHY
HE--YOU--OH,
YOU KNOW
WHAT I MEAN--
THAT'S WHY I
GOT THE BIG
BUCKS.

AMONG
OTHER REASONS,
I'M SURE!

OH, I THINK YOU'D
BE SURPRISED. THAT
TONY LOOKED UPON
ME INITIALLY AS
PRETTY MUCH A KID
SISTER TYPE.

HE MAY HAVE BEEN
A PLAYBOY, BUT AROUND
GOOD OL' RELIABLE
PEPPER POTTS, IT
WAS STRICTLY
BUSINESS.

MUST HAVE
BEEN ONE
CLASS-A
JERK.

WHILE DEEP
DOWN, YOU
WANTED TO BE
ONE OF MY
TROPHY CON-
QUESTS AS
WELL, DIDN'T
YOU?

WELLLL-- I HAVE
TO ADMIT TO
THINKING THAT MY-
SELF SOMETIMES.

EXCUSE ME,
TONY-- I DON'T
THINK I LIKE
WHERE THIS IS
GOING!

WAIT, PEPPER, DON'T
GO. I'M JUST TRYING
TO TELL YOU THAT I'M
NOT THE TONY STARK
THAT'S IN THESE
FILES.

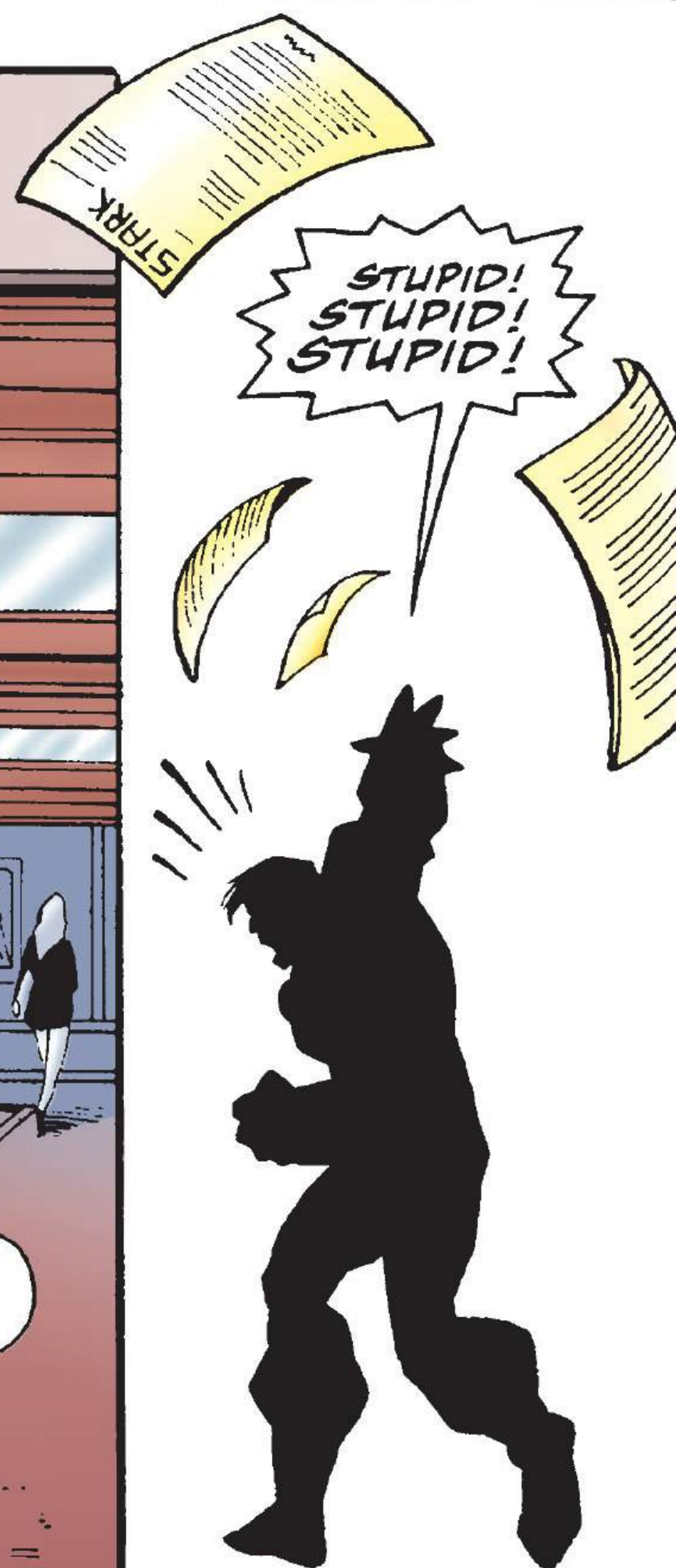
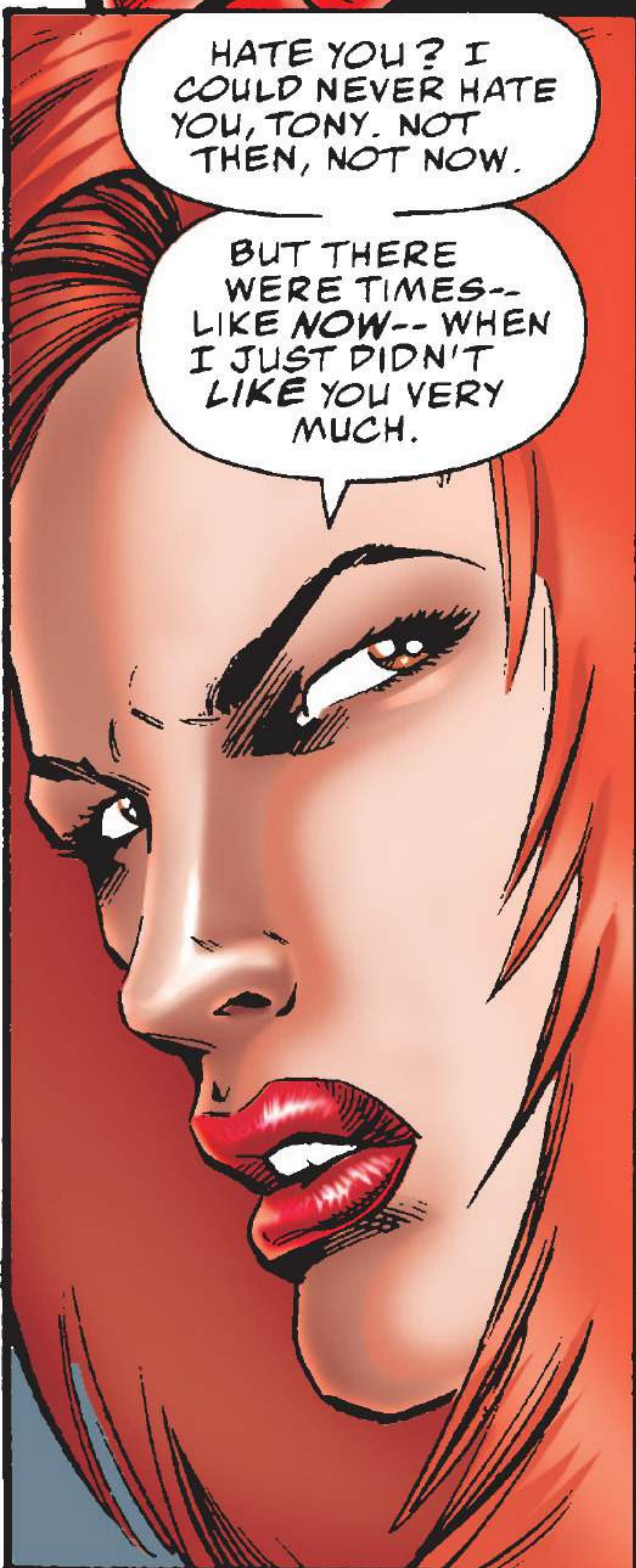
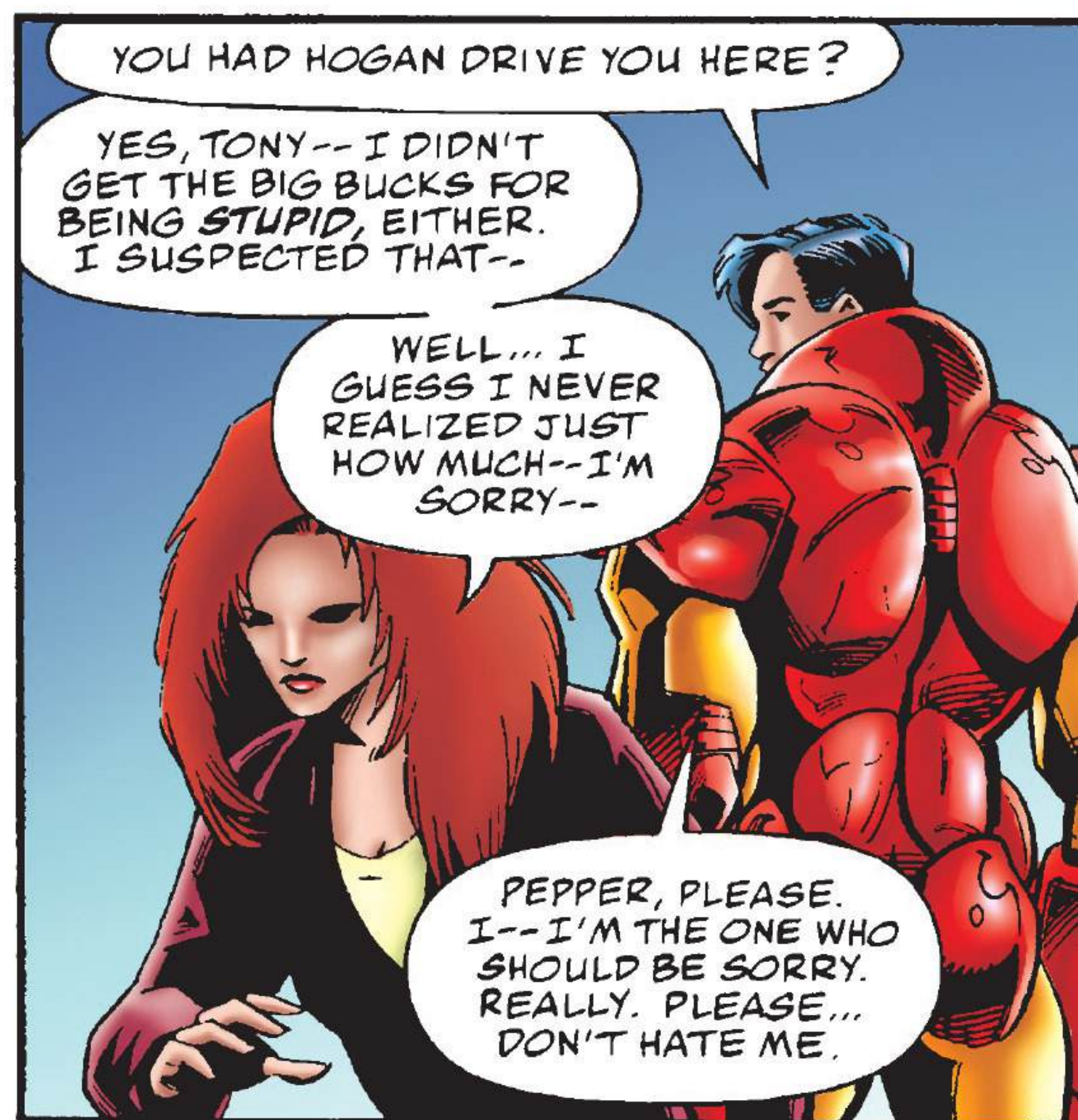
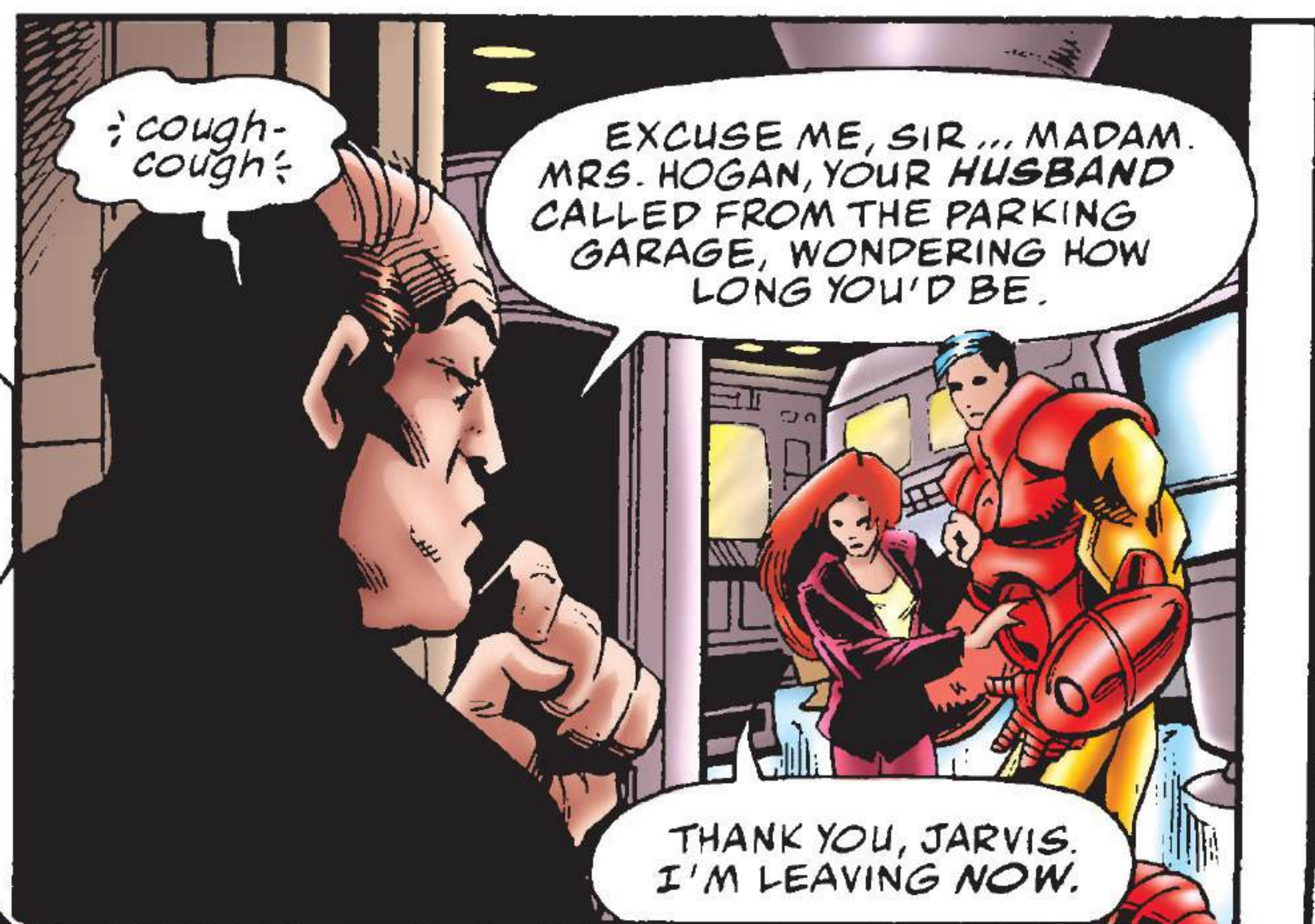
THIS TONY STARK
WOULD NEVER HAVE LET
YOU THROW AWAY YOUR
LIFE WITH A HOMELY PUG
LIKE HAPPY HOGAN!

THAT
DOES
IT--

NO--
PLEASE--

LET
GO.

YOU'RE
HURTING
ME.



BROOKLYN, NEW YORK. TIME PASSES INTO A NEW DAY.

AGENT GYRICH OF THE NSC. * EVERYTHING EXACTLY AS YOU FOUND IT, SERGEANT?

YESSIR. NO PROBLEM KEEPIN' OUR BOYS OUTTA THERE. I TELL YA, THEY WERE REALLY SPOOKED.

NEVER SEEN NUTHIN' LIKE THAT IN ALL MY YEARS ON THE FORCE.

UH-HUH. WELL, JUST KEEP YOUR MEN BACK. WE'LL TAKE IT FROM HERE.

* NATIONAL SECURITY COUNCIL--TOM.

THIS IS THE ADDRESS, SIR. YOU WANT US TO BRIEF THE LOCAL POLICE PRESENCE?

AFFIRMATIVE. MAKE SURE THAT EVERY ONE OF THEM IS MADE TOTALLY AWARE THAT ANY LEAKS ABOUT WHAT THEY'VE SEEN IN THIS STOREHOUSE SHALL BE CONSIDERED A BREACH IN NATIONAL SECURITY.

IF ANY OF THEM UTTERS AS MUCH AS A SYLLABLE ABOUT THIS, THEY, THEIR FAMILIES, THEIR PETS, THE FLEAS ON THEIR PETS-- ALL OF THEM WILL DISAPPEAR FROM THE FACE OF THIS EARTH WITHOUT A TRACE. CLEAR?

AS GLASS, SIR.

REPORT, AGENT HYAMS.

FOUR BLACKS, APPROXIMATELY EIGHTY-TO-NINETY YEARS OF AGE, ALL SNARLED IN A GIANT WEB. SAME AS THE OTHERS.

POLICE FOUND I.D. IN AN OLD WALLET ON THE FLOOR INDICATING THAT A 17-YEAR-OLD BLACK NAMED JEREMIAH HUDSON MAY HAVE BEEN AT THE SCENE WHEN WHATEVER IT WAS HAPPENED.

THE POLICE ARE SEARCHING FOR HIM NOW.

TELL THEM NOT TO BOTHER, AGENT HYAMS.

I BELIEVE WE'VE FOUND MR. JEREMIAH HUDSON.

MEANWHILE, OVER THE TOWERING CITYSCAPE THAT COMPRISES MANHATTAN ISLAND, A MASSIVE, REGAL FIGURE STREAKS EASTWARD LIKE A BLOND-MANED COMET.

ONCE, NOT TOO LONG AGO, HE WAS A GOD. NOT ANYMORE.

YET, DESPITE HIS FATHER'S SPITEFUL EDICT THAT STRIPPED HIM OF HIS IMMORTALITY, THIS GOD-MADE-MAN IS STILL UNDENIABLY THOR.

AND THAT IS STILL SOMETHING WORTHY OF AWE.

STRANGE. I HAVE NOT RECEIVED AN AVENGERS DISTRESS CALL ON THIS CHANNEL FOR YEARS. THAT FREQUENCY WAS DISCONTINUED DUE TO INTERFERENCE WITH COMMERCIAL AIRCRAFT.

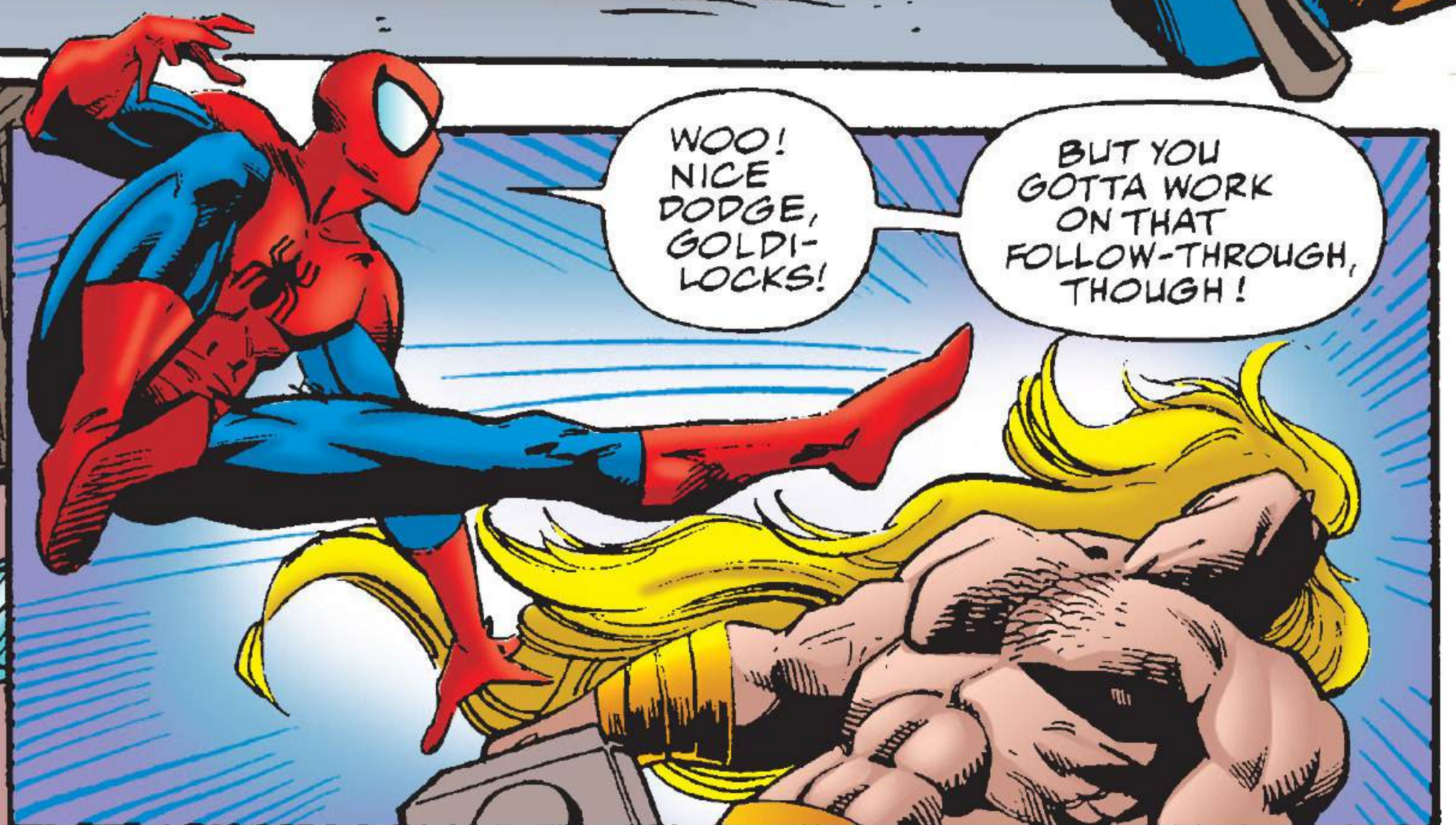
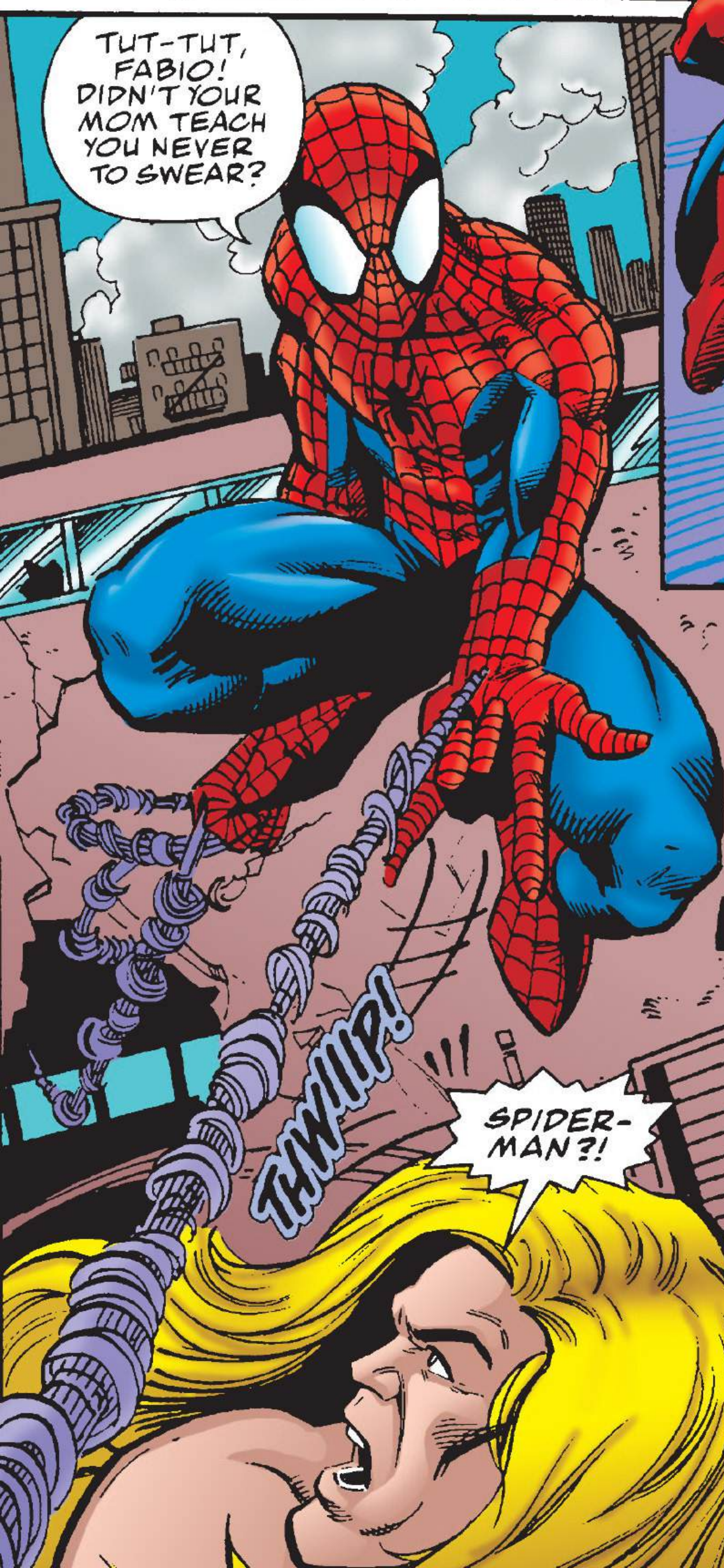
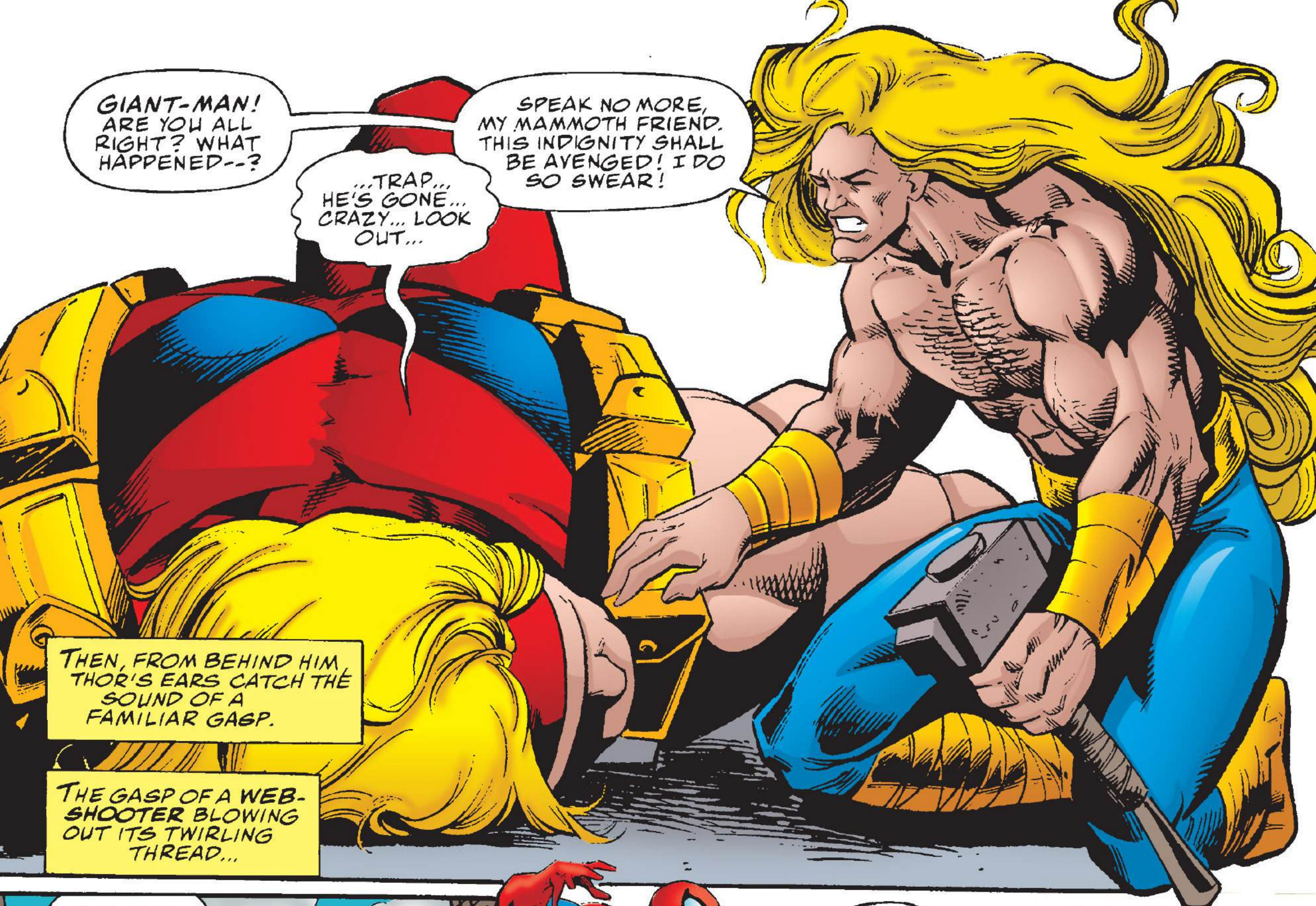
YET, IT UNDENIABLY ORIGINATED FROM THIS AREA--NEW YORK HARBOR.

NOTHING.

HOLD! THERE IS SOMETHING. IT'S COMING FROM BEH--

OD'S BLOOD!

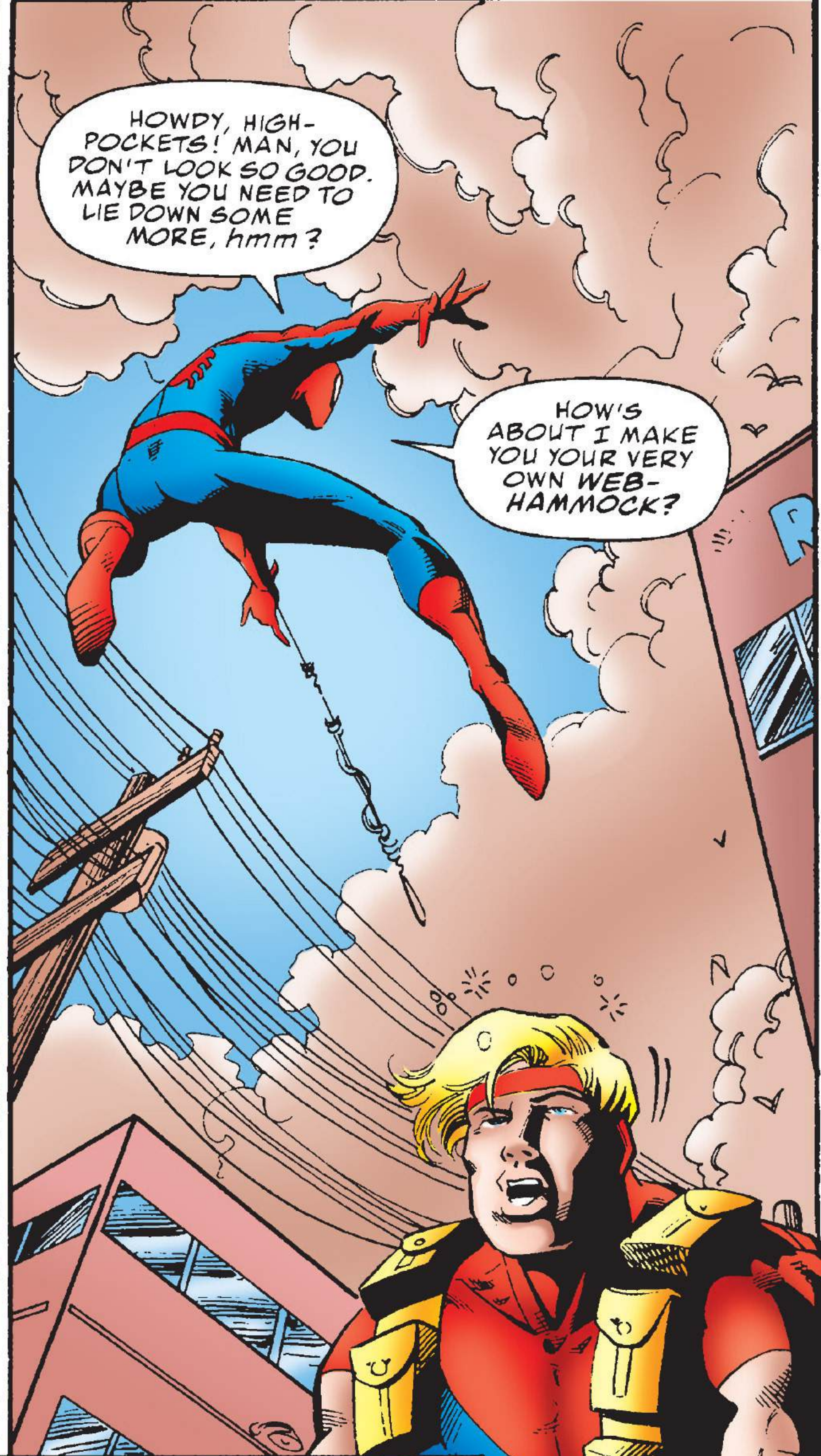
BATHAMM!





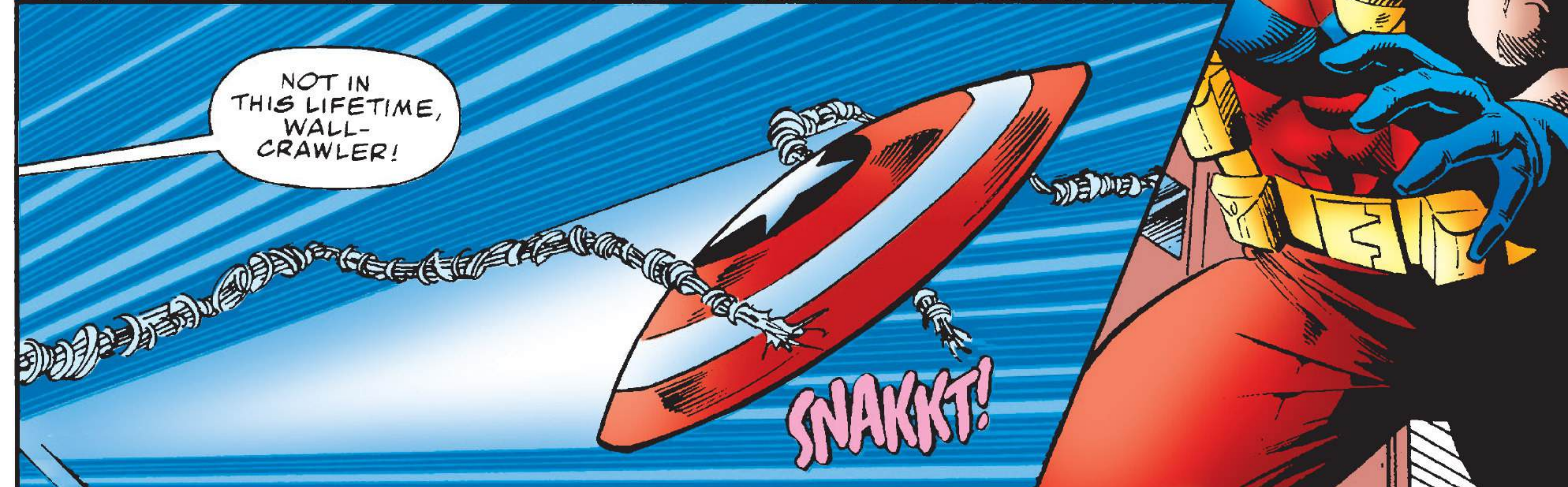
Ahhh--
EVEN WITHOUT
THE "THEES" AND
"THOUS" YOU'RE
STILL ONE FOR
THE COLORFUL
BANTER-- NORSE
ACCENT AND
ALL!

C'MON--
LET ME HEAR
YOU SAY "I CAN'T
BELIEVE IT'S NOT
BUTTER!"



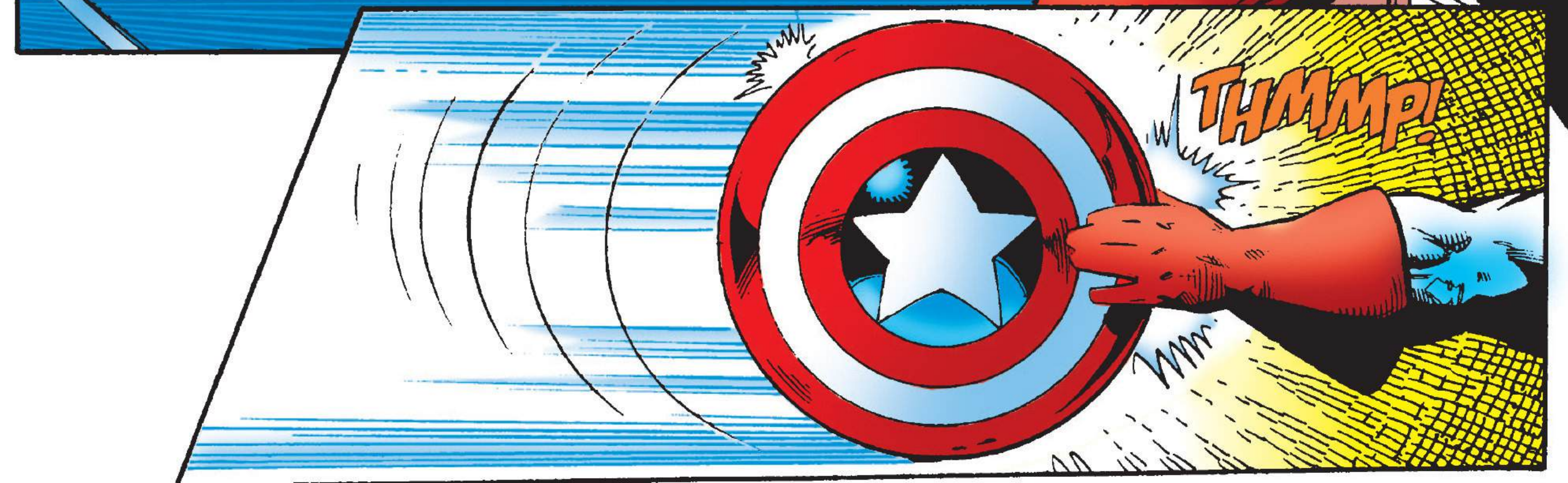
HOWDY, HIGH-
POCKETS! MAN, YOU
DON'T LOOK SO GOOD.
MAYBE YOU NEED TO
LIE DOWN SOME
MORE, hmmm?

HOW'S
ABOUT I MAKE
YOU YOUR VERY
OWN WEB-
HAMMOCK?



NOT IN
THIS LIFETIME,
WALL-
CRAWLER!

SNAKKT!



THMMP!



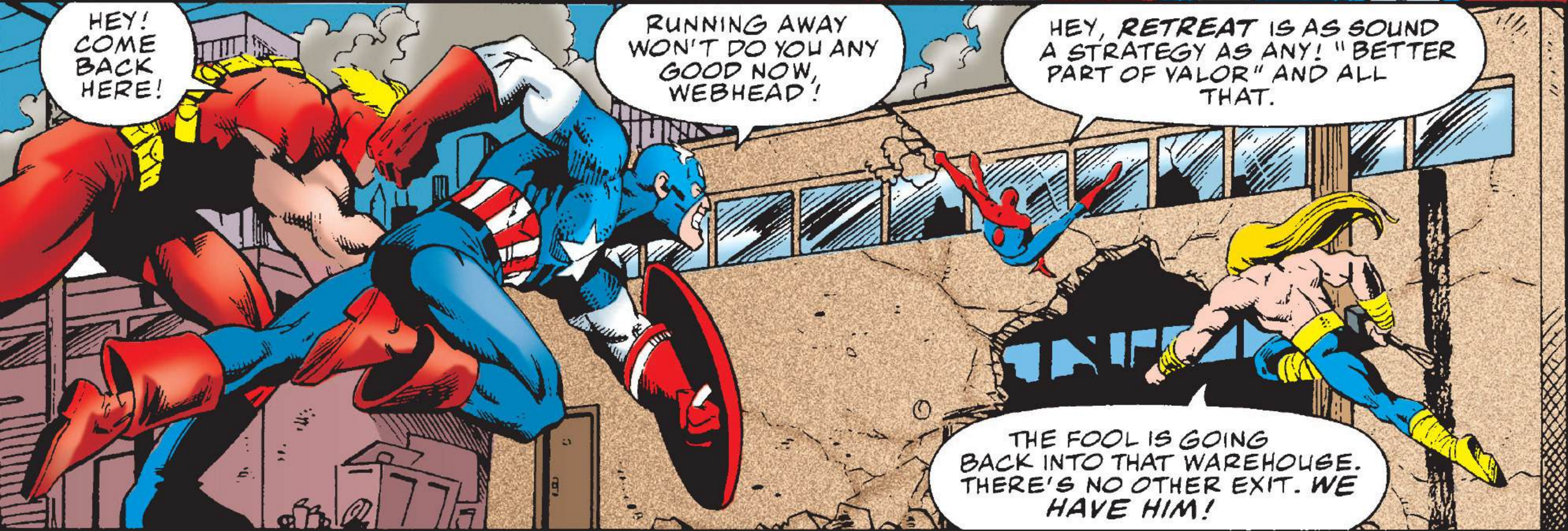
IF THIS IS YOUR IDEA OF AN AMBUSH, SPIDER-MAN, YOU DEMONSTRATE INCREDIBLY SLOPPY MILITARY STRATEGY.

PERHAPS IT'S TIME A REAL SOLDIER TEACHES YOU HOW AN OFFENSIVE ENCOUNTER SHOULD BE DONE!

CAPTAIN AMERICA!

TEN DEMERITS FOR LATENESS, MY GOOD MAN!

YOU WANT STRATEGY? I'LL SHOW YOU STRATEGY!

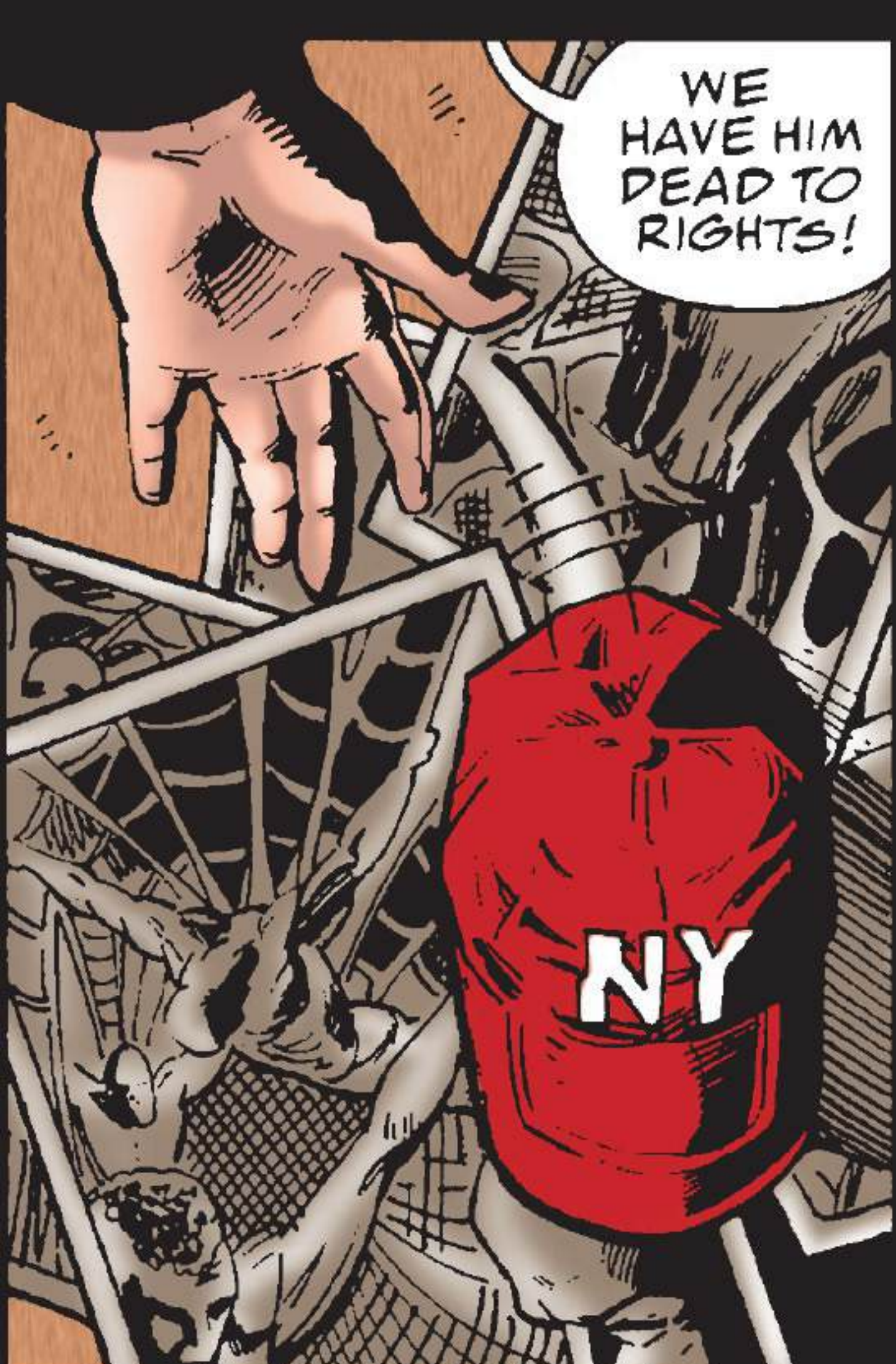


HEY! COME BACK HERE!

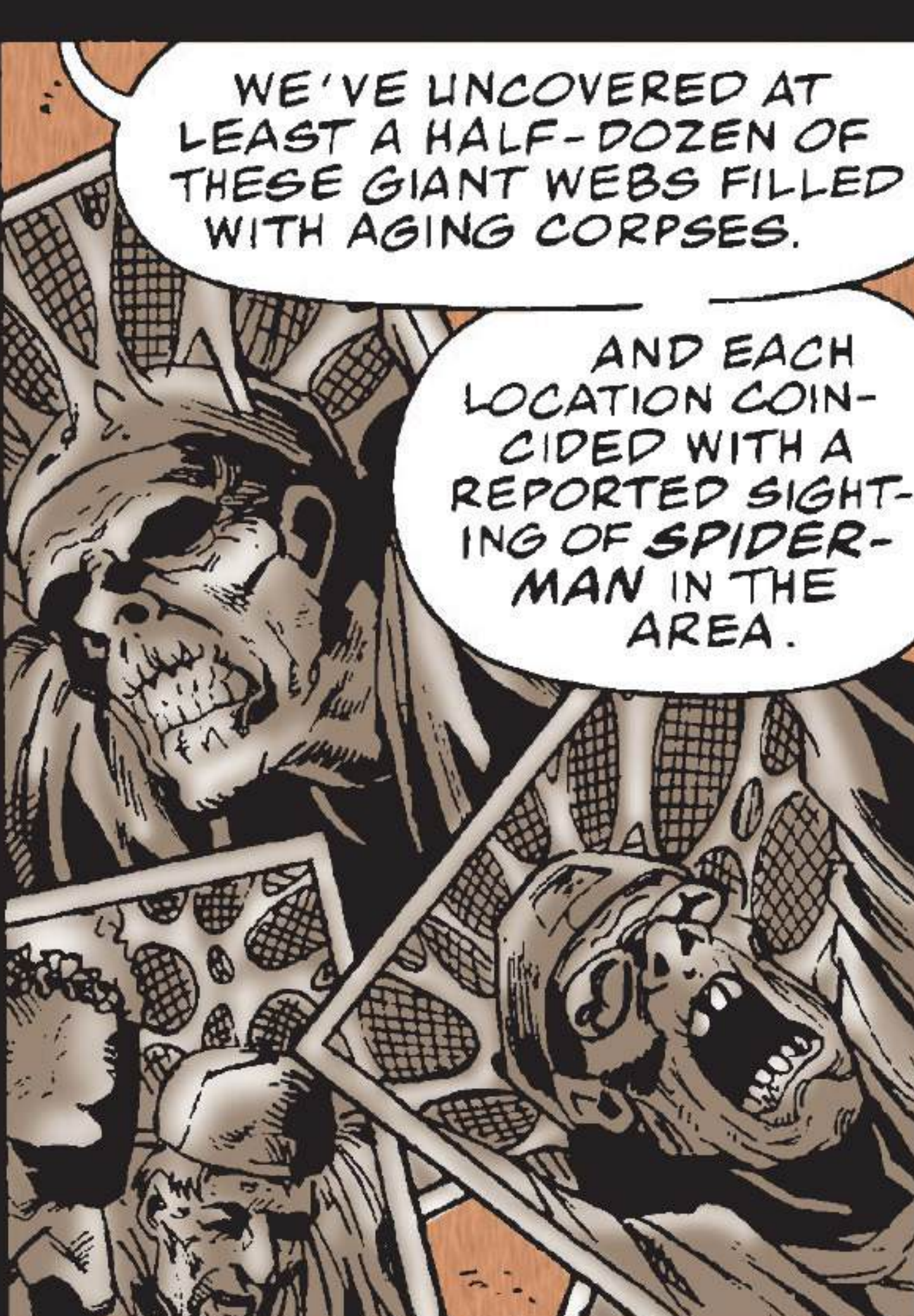
RUNNING AWAY WON'T DO YOU ANY GOOD NOW, WEBHEAD!

HEY, RETREAT IS AS SOUND A STRATEGY AS ANY! "BETTER PART OF VALOR" AND ALL THAT.

THE FOOL IS GOING BACK INTO THAT WAREHOUSE. THERE'S NO OTHER EXIT. WE HAVE HIM!



WE HAVE HIM DEAD TO RIGHTS!



WE'VE UNCOVERED AT LEAST A HALF-DOZEN OF THESE GIANT WEBS FILLED WITH AGING CORPSES.

AND EACH LOCATION COINCIDED WITH A REPORTED SIGHTING OF SPIDER-MAN IN THE AREA.



WE WANT THAT KILLER BROUGHT IN FOR QUESTIONING.

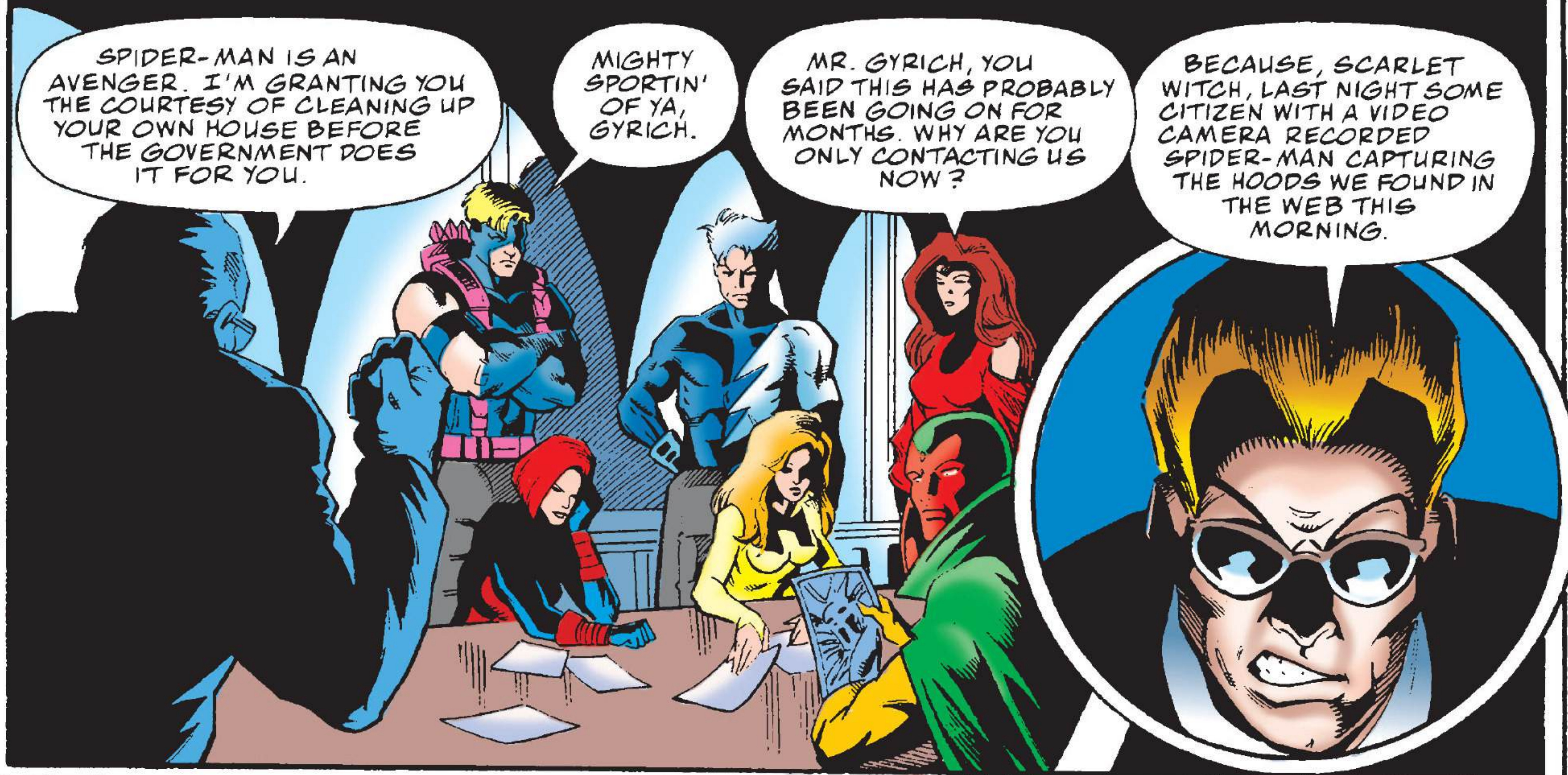
AND YOU'RE THE ONES WHO ARE GOING TO BRING HIM IN.

SPIDER-MAN IS AN AVENGER. I'M GRANTING YOU THE COURTESY OF CLEANING UP YOUR OWN HOUSE BEFORE THE GOVERNMENT DOES IT FOR YOU.

MIGHTY SPORTIN' OF YA, GYRICH.

MR. GYRICH, YOU SAID THIS HAS PROBABLY BEEN GOING ON FOR MONTHS. WHY ARE YOU ONLY CONTACTING US NOW?

BECAUSE, SCARLET WITCH, LAST NIGHT SOME CITIZEN WITH A VIDEO CAMERA RECORDED SPIDER-MAN CAPTURING THE HOODS WE FOUND IN THE WEB THIS MORNING.



"IT'S ALREADY THE LEAD ON EVERY MORNING NEWS SHOW IN THE COUNTRY. TOO LATE TO SQUELCH IT NOW.

"IF SOMEONE INQUIRES AS TO THE WHEREABOUTS OF THOSE CRIMINALS, GOD HELP US ALL IF THEY FIND OUT WHAT SPIDER-MAN DID TO THEM."



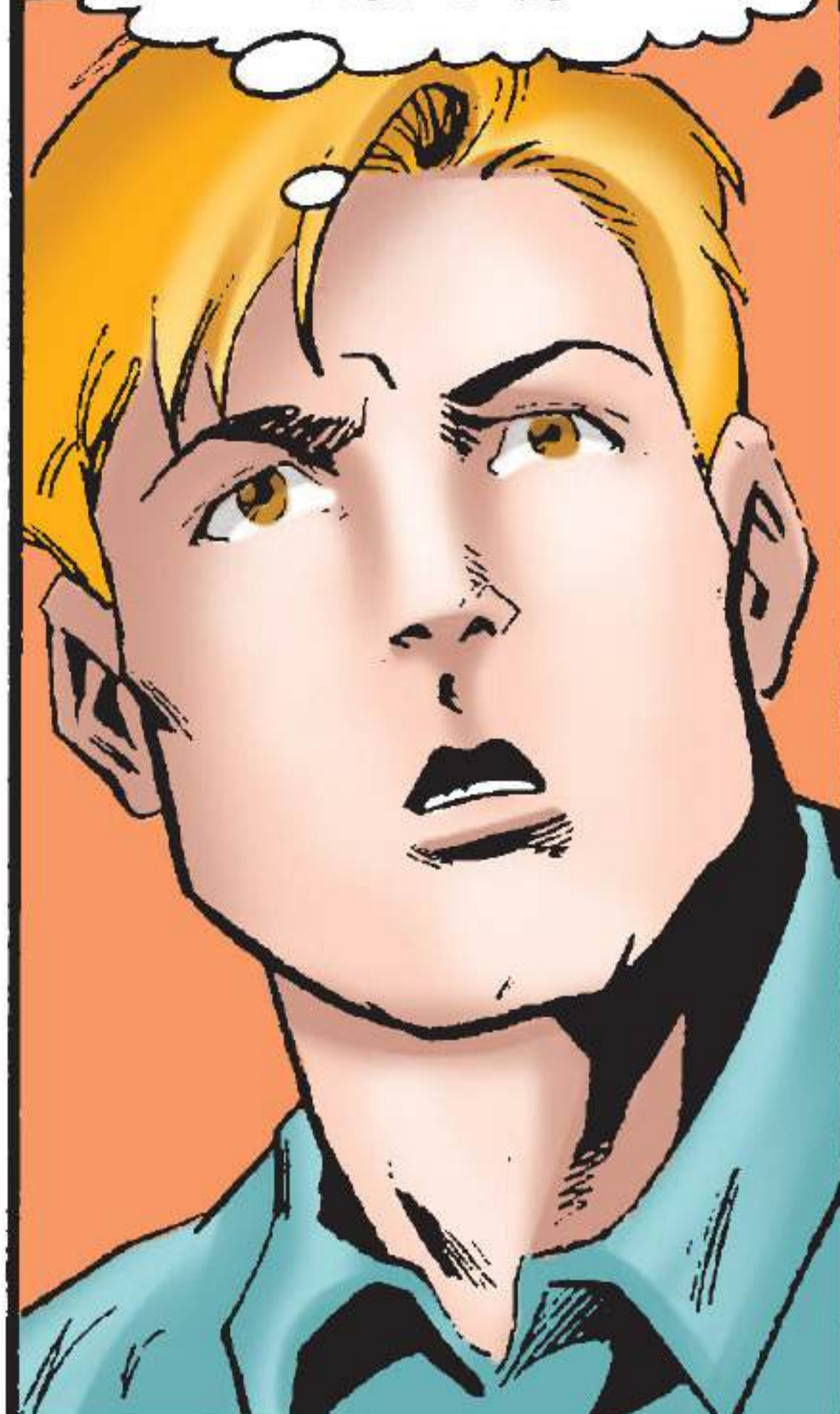
SPIDER-MAN?!

OH, NO-- THAT CAN'T BE RIGHT! I WAS RIDING BACK FROM JERSEY LAST NIGHT!

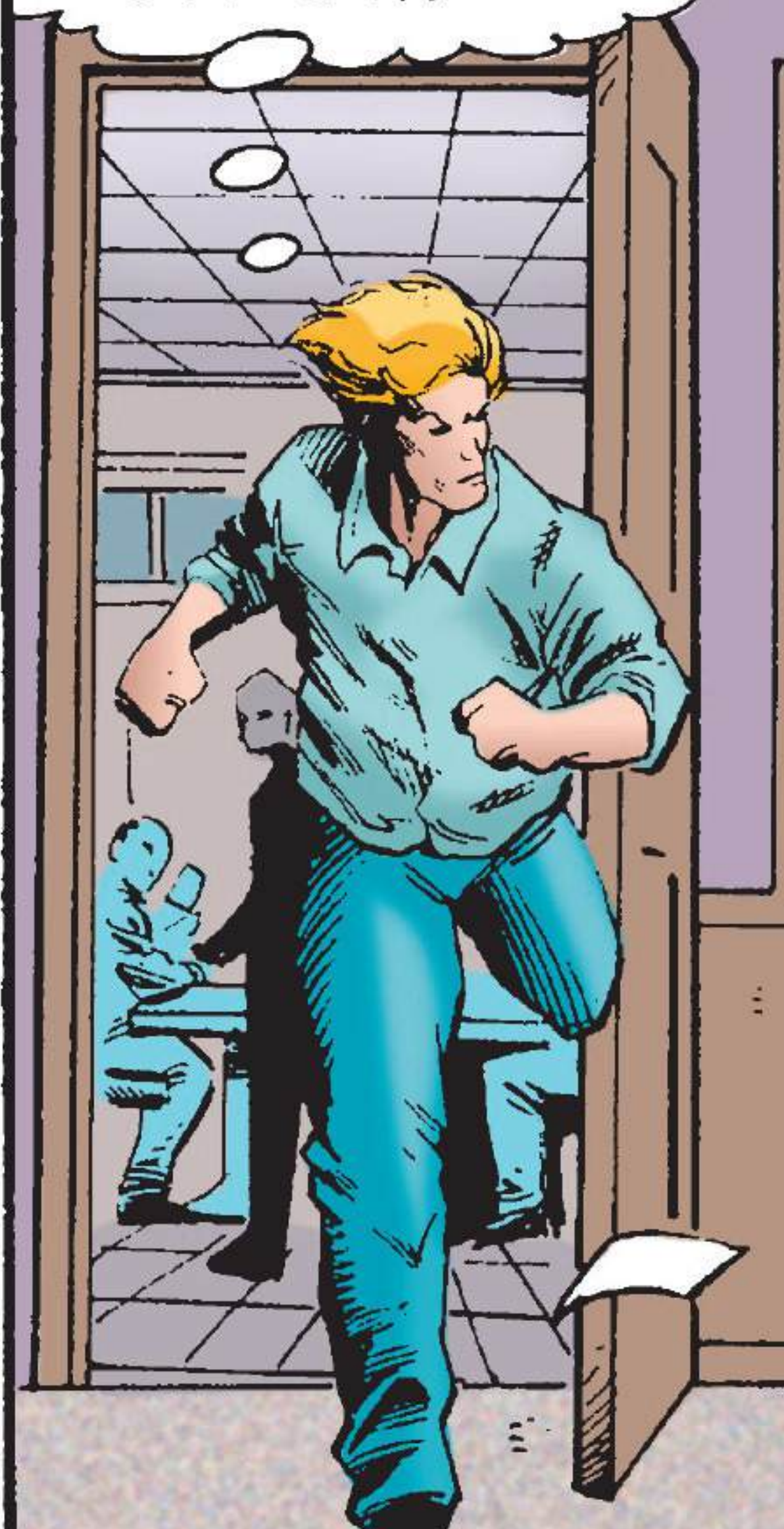


GREAT, REILLY, JUST FREAKIN' GREAT! JUST WHAT YOU NEEDED-- ANOTHER ONE!

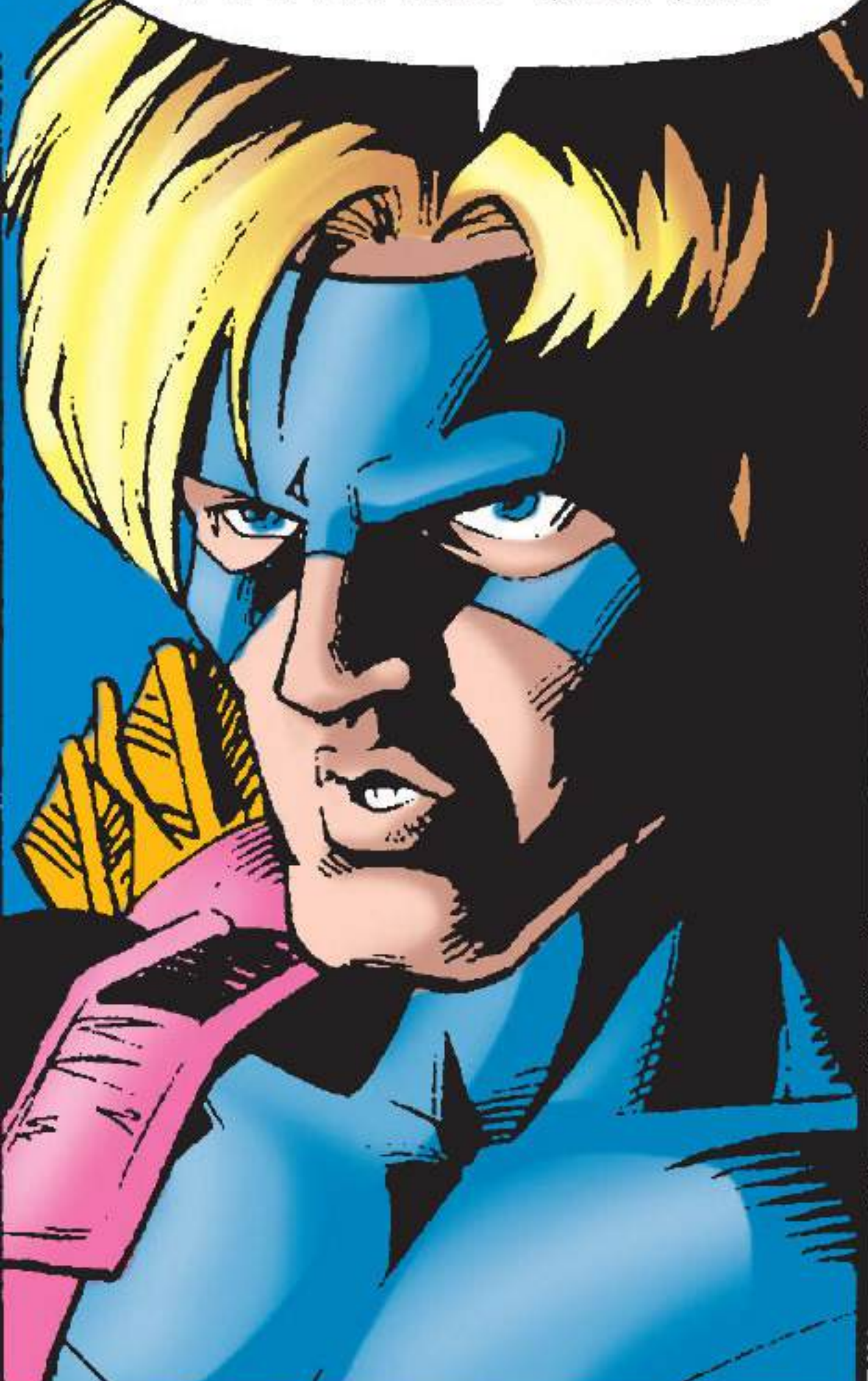
FOR CRYING OUT LOUD --HOW MANY OF THESE BLASTED CLONES ARE THERE?!



IT'LL TAKE THE REAL SPIDEY TO SORT THIS MESS OUT-- WHICH MEANS I'D BETTER GET TO IT!



THE WEBHEAD'S A RESERVIST--WE CAN'T BE HELD RESPONSIBLE FOR EVERY PERSON WHO'S EVER WORN AN AVENGERS BADGE!



I'VE SEEN YOUR KIND ALL OVER RUSSIA, GYRICH. HIRING OUTSIDE MUSCLE TO AVOID GOVERNMENT INVOLVEMENT IN WHAT COULD BE A "HIGH CITIZEN CASUALTY" INCIDENT.

LISTEN, COMRADE, I--

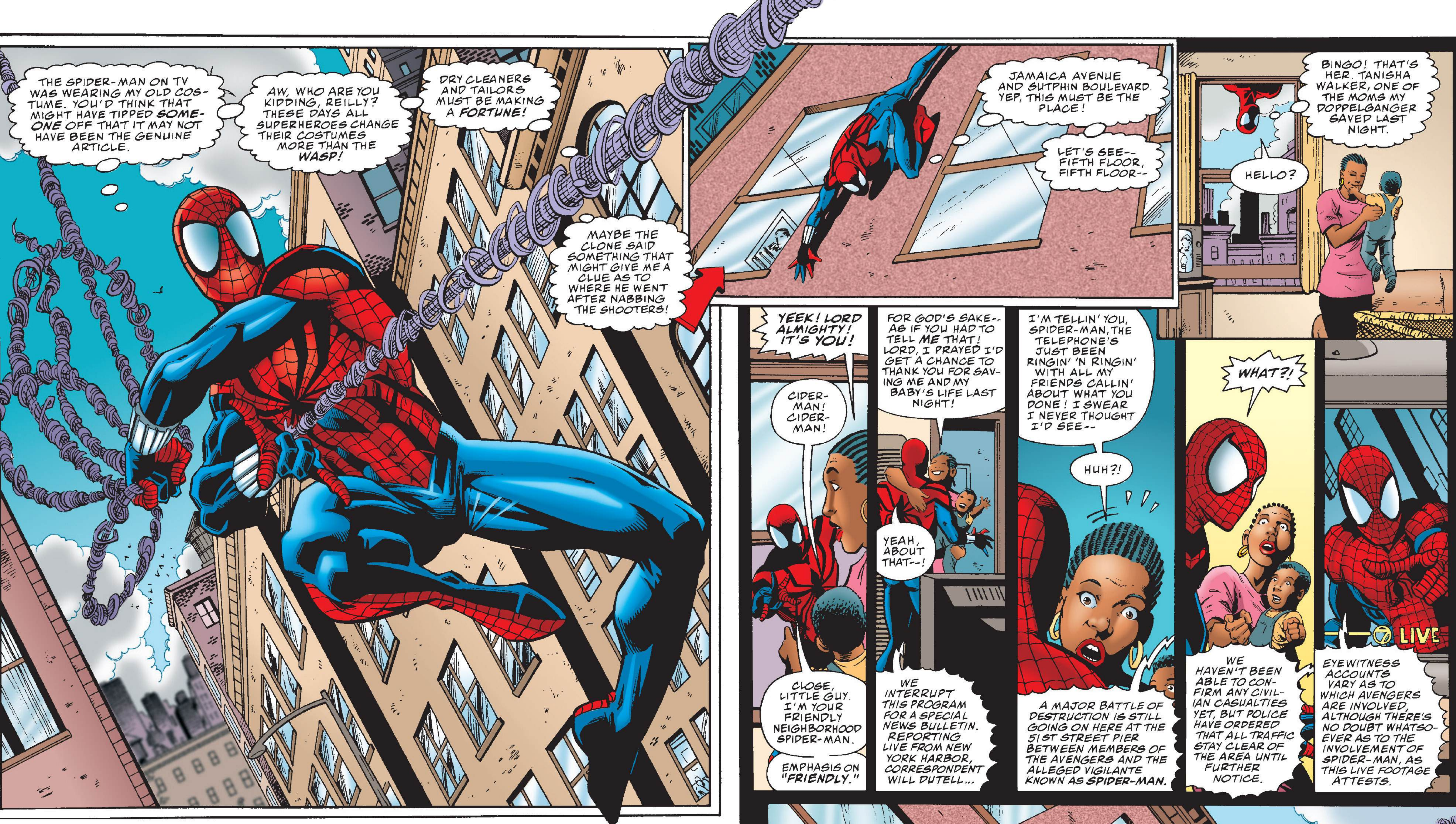


SPIDER-MAN HAS NEVER MANIFESTED THESE STRANGE POWERS BEFORE. HOW COULD HE HAVE DONE ALL THIS?



IF WE KNEW THAT, VISION, WE WOULDN'T NEED YOU NOW, WOULD WE?





THE SPIDER-MAN ON TV WAS WEARING MY OLD COSTUME. YOU'D THINK THAT MIGHT HAVE TIPPED SOMEONE OFF THAT IT MAY NOT HAVE BEEN THE GENUINE ARTICLE.

AW, WHO ARE YOU KIDDING, REILLY? THESE DAYS ALL SUPERHEROES CHANGE THEIR COSTUMES MORE THAN THE WASP!

DRY CLEANERS AND TAILORS MUST BE MAKING A FORTUNE!

MAYBE THE CLONE SAID SOMETHING THAT MIGHT GIVE ME A CLUE AS TO WHERE HE WENT AFTER NABBIN' THE SHOOTERS!

JAMAICA AVENUE AND SUTPHIN BOULEVARD. YEP, THIS MUST BE THE PLACE!

LET'S SEE-- FIFTH FLOOR, FIFTH FLOOR--

BINGO! THAT'S HER. TANISHA WALKER, ONE OF THE MOMS MY DOPPELGANGER SAVED LAST NIGHT.

HELLO?

YEEK! LORD ALMIGHTY! IT'S YOU!

FOR GOD'S SAKE-- AS IF YOU HAD TO TELL ME THAT! LORD, I PRAYED I'D GET A CHANCE TO THANK YOU FOR SAVING ME AND MY BABY'S LIFE LAST NIGHT!

I'M TELLIN' YOU, SPIDER-MAN, THE TELEPHONE'S JUST BEEN RINGIN' 'N RINGIN' WITH ALL MY FRIENDS CALLIN' ABOUT WHAT YOU DONE! I SWEAR I NEVER THOUGHT I'D SEE--

CIDER-MAN! CIDER-MAN!

YEAH, ABOUT THAT--!

HUH?!

WHAT?!

CLOSE, LITTLE GUY. I'M YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN.

EMPHASIS ON "FRIENDLY."

WE INTERRUPT THIS PROGRAM FOR A SPECIAL NEWS BULLETIN. REPORTING LIVE FROM NEW YORK HARBOR, CORRESPONDENT WILL DUTELL...

A MAJOR BATTLE OF DESTRUCTION IS STILL GOING ON HERE AT THE 51ST STREET PIER BETWEEN MEMBERS OF THE AVENGERS AND THE ALLEGED VIGILANTE KNOWN AS SPIDER-MAN.

WE HAVEN'T BEEN ABLE TO CONFIRM ANY CIVILIAN CASUALTIES YET, BUT POLICE HAVE ORDERED THAT ALL TRAFFIC STAY CLEAR OF THE AREA UNTIL FURTHER NOTICE.

EYEWITNESS ACCOUNTS VARY AS TO WHICH AVENGERS ARE INVOLVED, ALTHOUGH THERE'S NO DOUBT WHATSOEVER AS TO THE INVOLVEMENT OF SPIDER-MAN, AS THIS LIVE FOOTAGE ATTESTS.

MAN, THIS REALLY BITES.

LISTEN, MRS. WALKER--

STAY AWAY FROM ME! WHO ARE YOU?

YOUR COSTUME-- YOU'RE NOT THE SAME SPIDER-MAN I SAW LAST NIGHT!

GREAT-- NOW SHE NOTICES.

GET OUT OF HERE! I'LL SCREAM! I SWEAR TO GOD I WILL!

EASY, LADY. I'M GOING.

FIFTY-FIRST STREET PIER, EH?

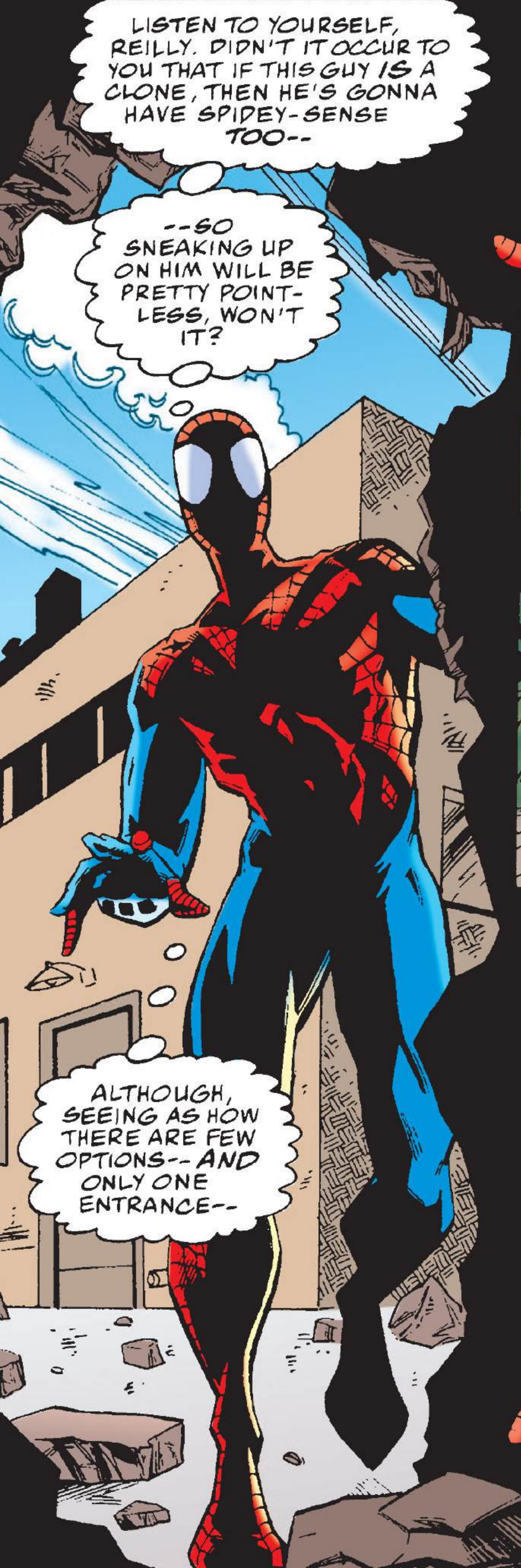
WELL, GET READY, YA WEB-SLINGING PHONEY! THERE'S GONNA BE ONE MORE CONTENDAH ON THE WATER-FRONT!





WELL, THERE'S NO DOUBT THAT THIS IS THE PLACE, ALL RIGHT.

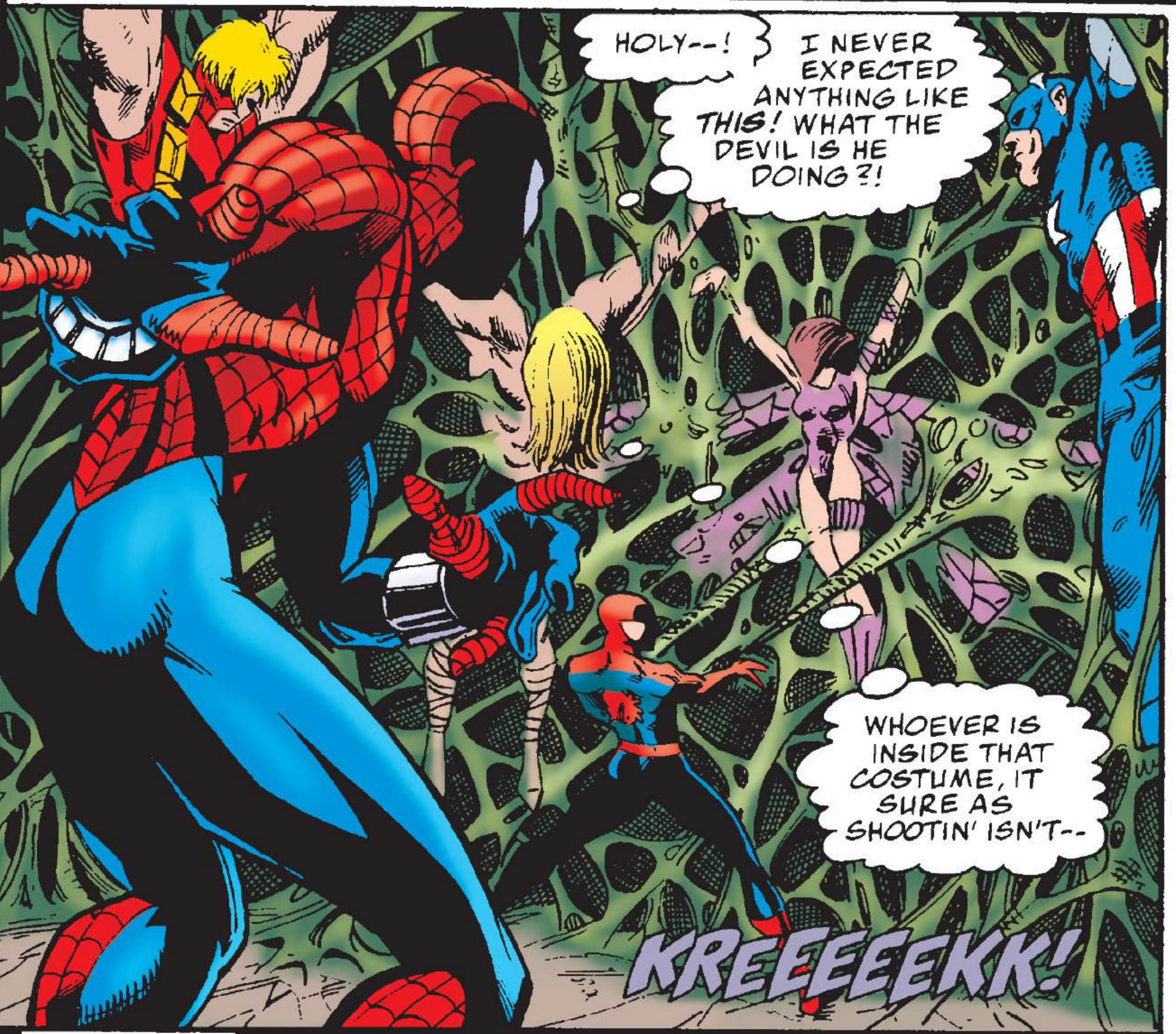
EVEN IF MY SPIDEY-SENSE WEREN'T PUSHING THE PANIC BUTTON, THERE'S NO MISTAKING THE TELL-TALE SIGNS OF A SUPER-HERO DONNYBROOK.



LISTEN TO YOURSELF, REILLY. DIDN'T IT OCCUR TO YOU THAT IF THIS GUY IS A CLONE, THEN HE'S GONNA HAVE SPIDEY-SENSE TOO--

--SO SNEAKING UP ON HIM WILL BE PRETTY POINT-LESS, WON'T IT?

ALTHOUGH, SEEING AS HOW THERE ARE FEW OPTIONS-- AND ONLY ONE ENTRANCE--

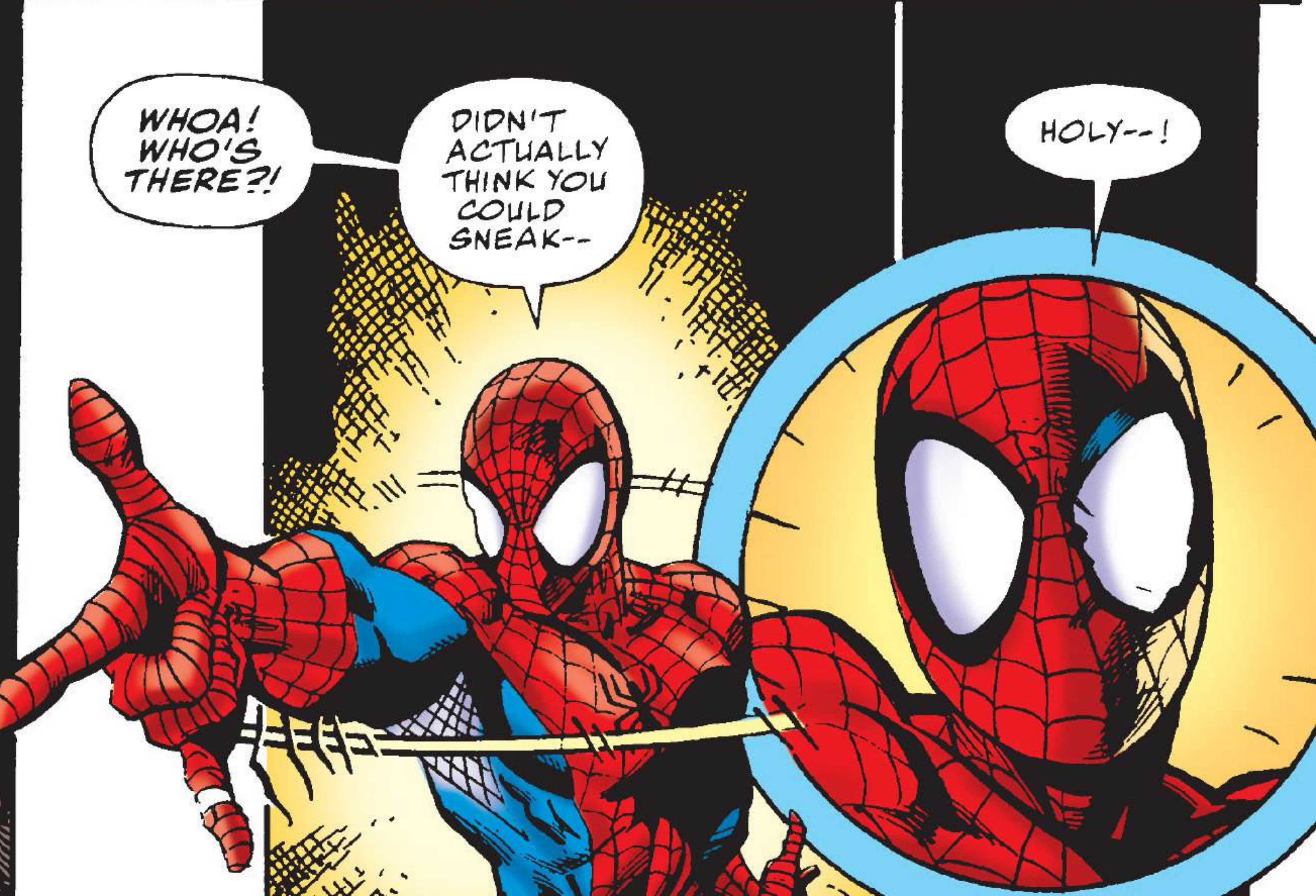


HOLY--!

I NEVER EXPECTED ANYTHING LIKE THIS! WHAT THE DEVIL IS HE DOING?!

WHOEVER IS INSIDE THAT COSTUME, IT SURE AS SHOOTIN' ISN'T--

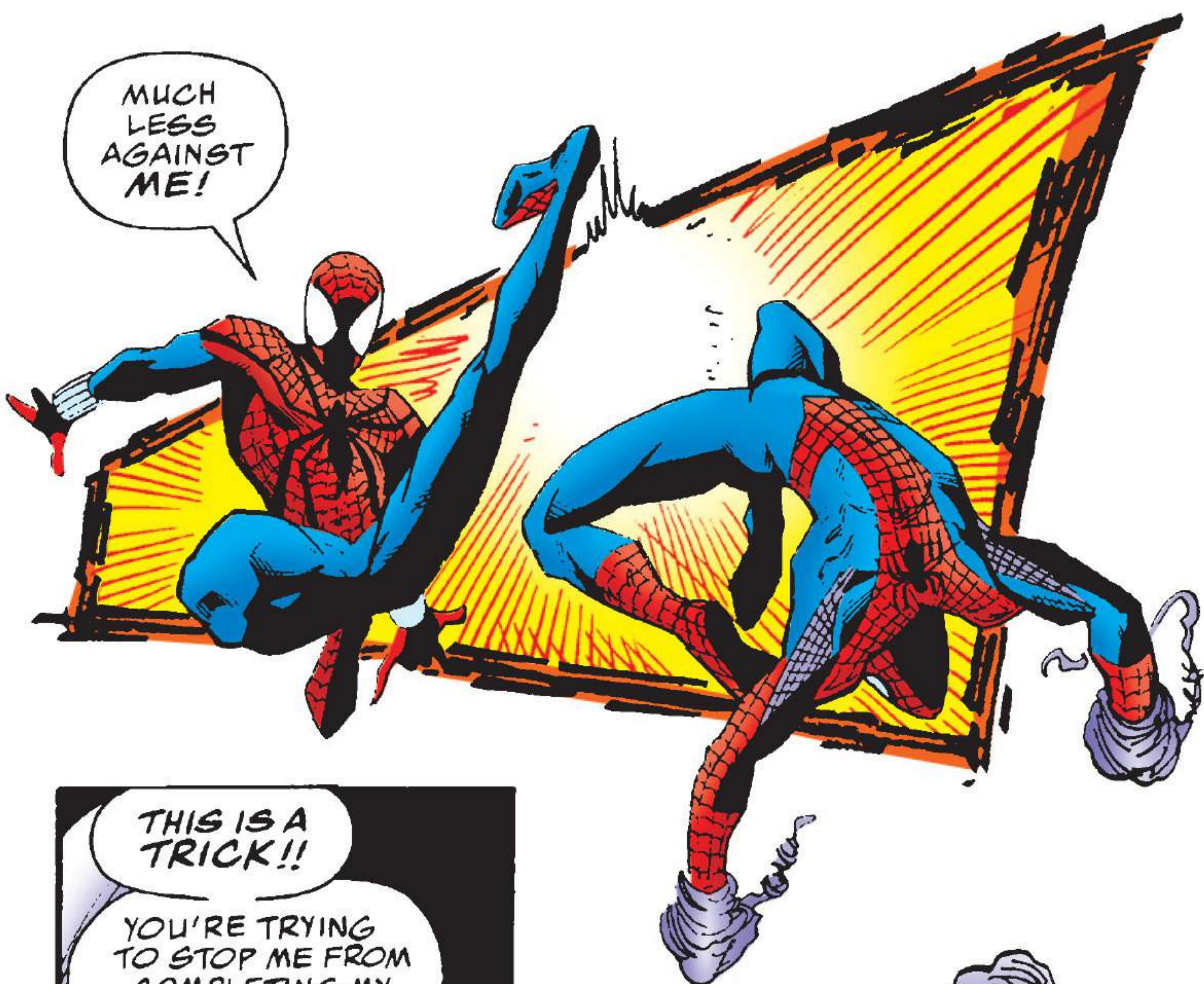
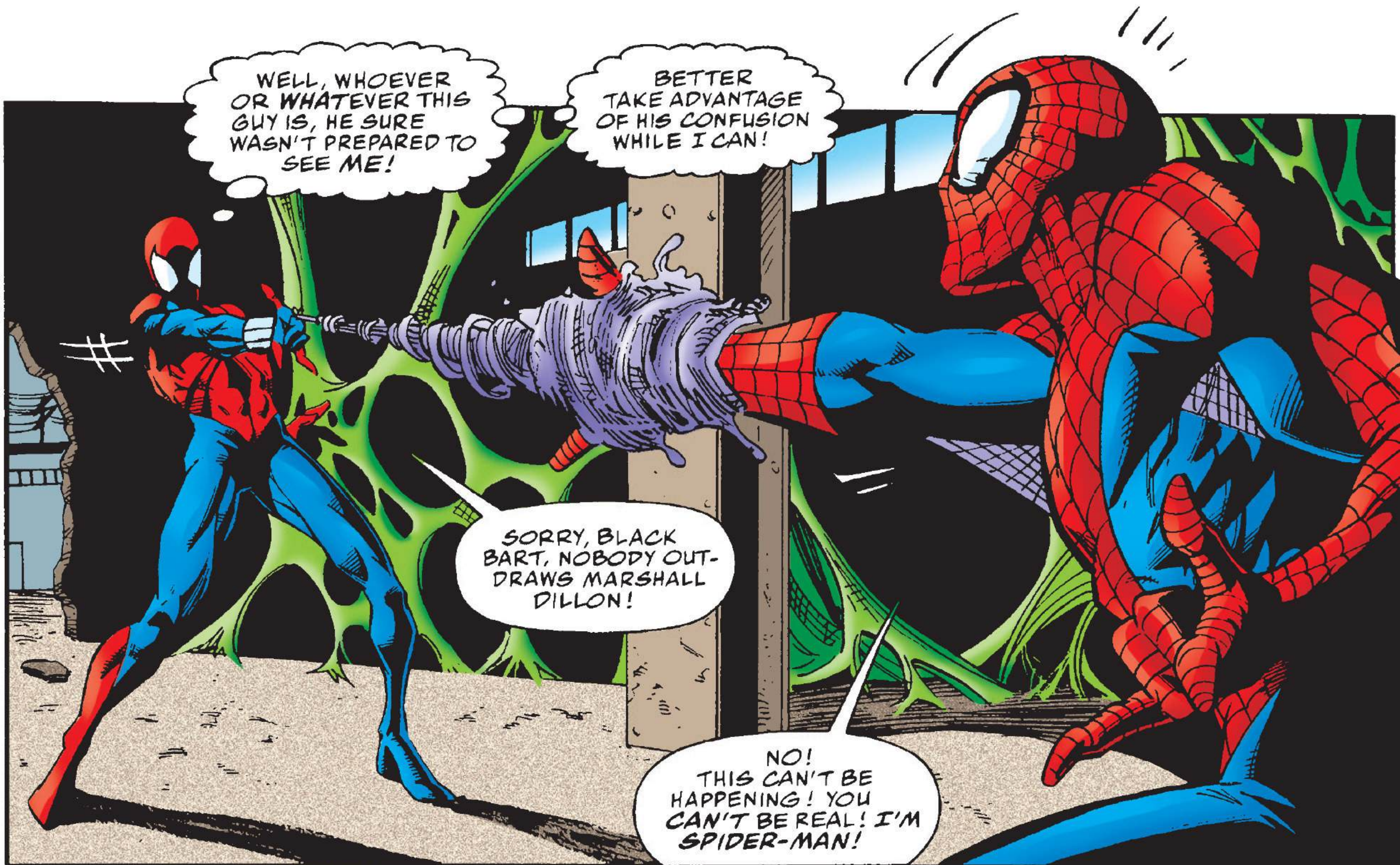
KREEEEKKK!



WHOA! WHO'S THERE?!

DIDN'T ACTUALLY THINK YOU COULD SNEAK--

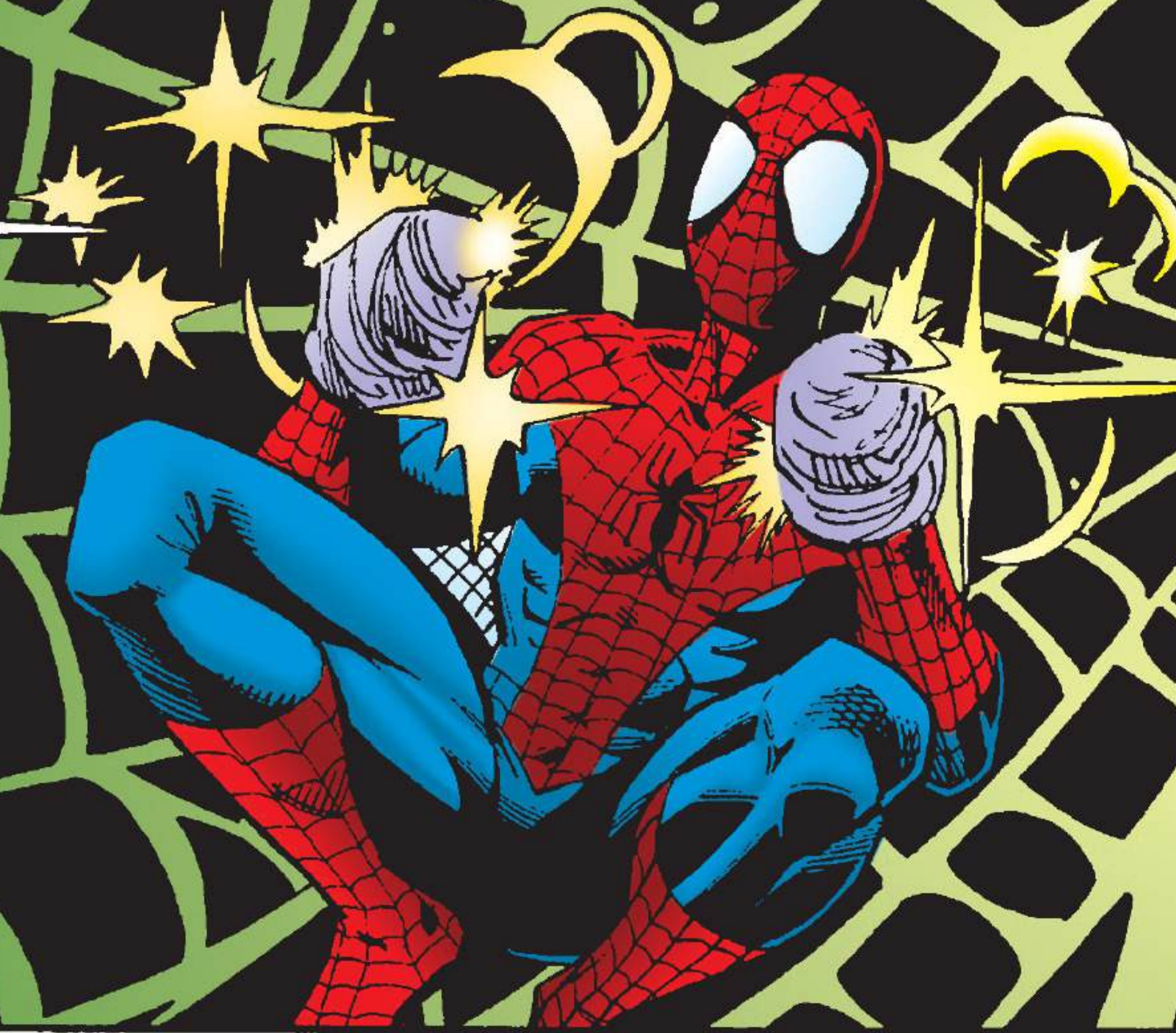
HOLY--!



I'VE COME TOO FAR TO LET SOME PHONY WEB-SLINGER CONFUSE ME WITH PATHETIC MIND GAMES!

WHOEVER YOU REALLY ARE, YOU'LL NEVER BE A MATCH FOR THE REAL SPIDER-MAN!

YOU'RE NOT EVEN WORTH THE PRICE OF GOOD WEBBING!



WHOA! TALK ABOUT MIND GAMES! HE ALMOST HAD ME CONVINCED HE'S THE REAL SPIDER-MAN!

EVEN THOUGH I KNOW FOR A FACT THAT THE REAL SPIDEY COULD NEVER DO THAT!

MY WEBBING-- CRUMBLING INTO DUST!

YIPE! THE PULL IS TOO STRONG! NOW I'M BEING YANKED INTO THE LIGHT WITH HIM!

NOW WHAT'S HE UP TO?

THE TIME FOR THE JOINING HAS COME! ALL THAT'S LEFT TO DO IS CONTACT THE MASTER!

WHAT THE DEVIL--? HE'S SHOOTING A LINE INTO THAT LIGHT INSIDE THE HUB OF THE WEB!

IT'S PULLING THE FAKE SPIDEY INTO IT!

TWIP!

TWIIIP!

SORRY, BOGUS BUG-- AIN'T NO WAY I'M LETTIN' YOU GET AWAY THAT EASY--

FACE IT, REILLY-- SOMETIMES YOU'RE JUST TOO CLEVER FOR YOUR OWN BLASTED GOOD!



HOO BOY-- WHAT THE HECK IS HAPPENING NOW?!

ALL THESE IMAGES --THESE FACES FLYING AROUND, BLINKING IN AND OUT IN A MISTY SWIRL!

IT'S AS IF MY WHOLE LIFE WERE LITERALLY FLASHING BEFORE MY EYES! LIZ, FLASH, JAMESON, ROBBIE-- MARY JANE --JANINE...

Chapter 2:

HAVING THE TIME OF MY LIFE

... FACES FROM BOTH MY LIVES--PETER PARKER'S AND BEN REILLY'S! EVEN SOME FACES I'D SOONER FORGET...

... LIKE THE JACKAL-- STILL GLOATING ABOUT HOW HE MANAGED TO CONVINCE ME THAT I WAS A CLONE, WHEN IN TRUTH I WAS THE ORIGINAL PETER PARKER-- THE ORIGINAL SPIDER-MAN-- ALL ALONG!

GOT HIM!

HAHAHAHA!

WHOA--THERE HE IS! MY DOPPELGANGER!

THEN I MUST BE INSIDE THE WEB! WHATEVER THIS BOGUS SPIDEY IS, HE'S DEFINITELY NOT JUST ANOTHER CLONE!

ONLY ONE WAY TO FIND OUT WHAT HE ACTUALLY IS--

YO! BOBSEY TWIN! YOU AIN'T DITCHING ME THAT EASILY!

WHAT? THAT LAUGH-- OH, NO... IT CAN'T BE--

TWIP! TWIP!

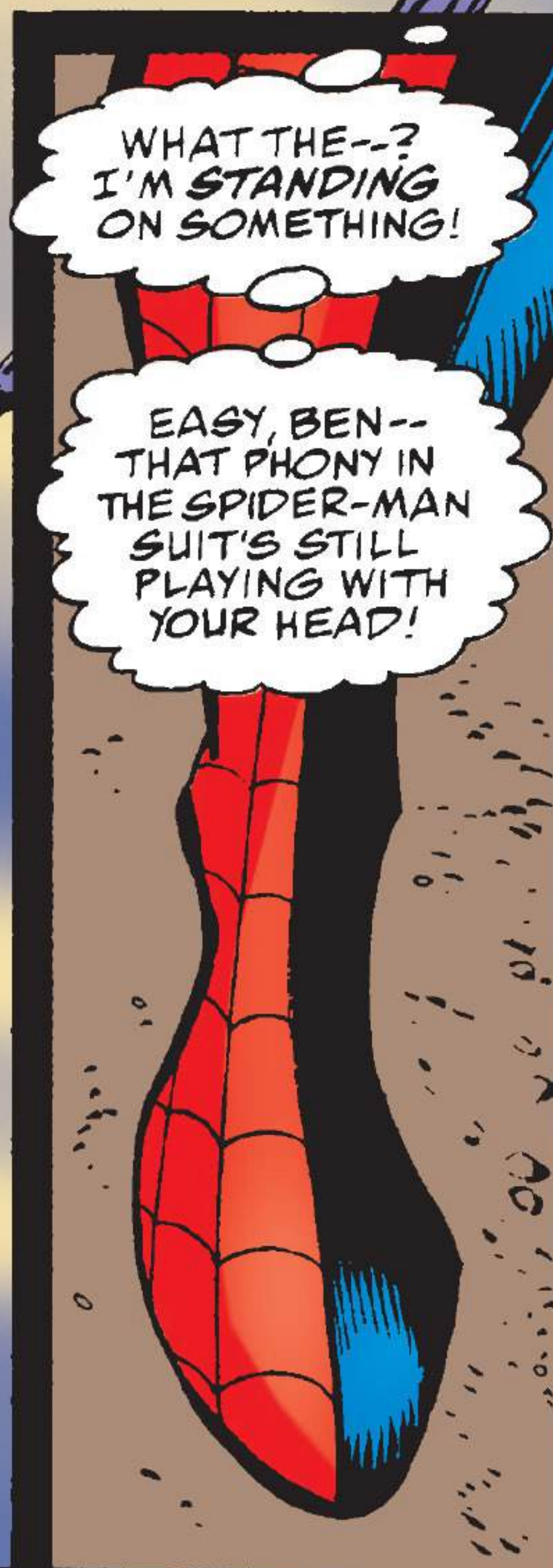


THE GREEN GOBLIN!

YOU CURSED INTERLOPER!

SHE'S DOOMED, DO YOU HEAR ME?

DOOMED-- AND SO ARE YOU!!



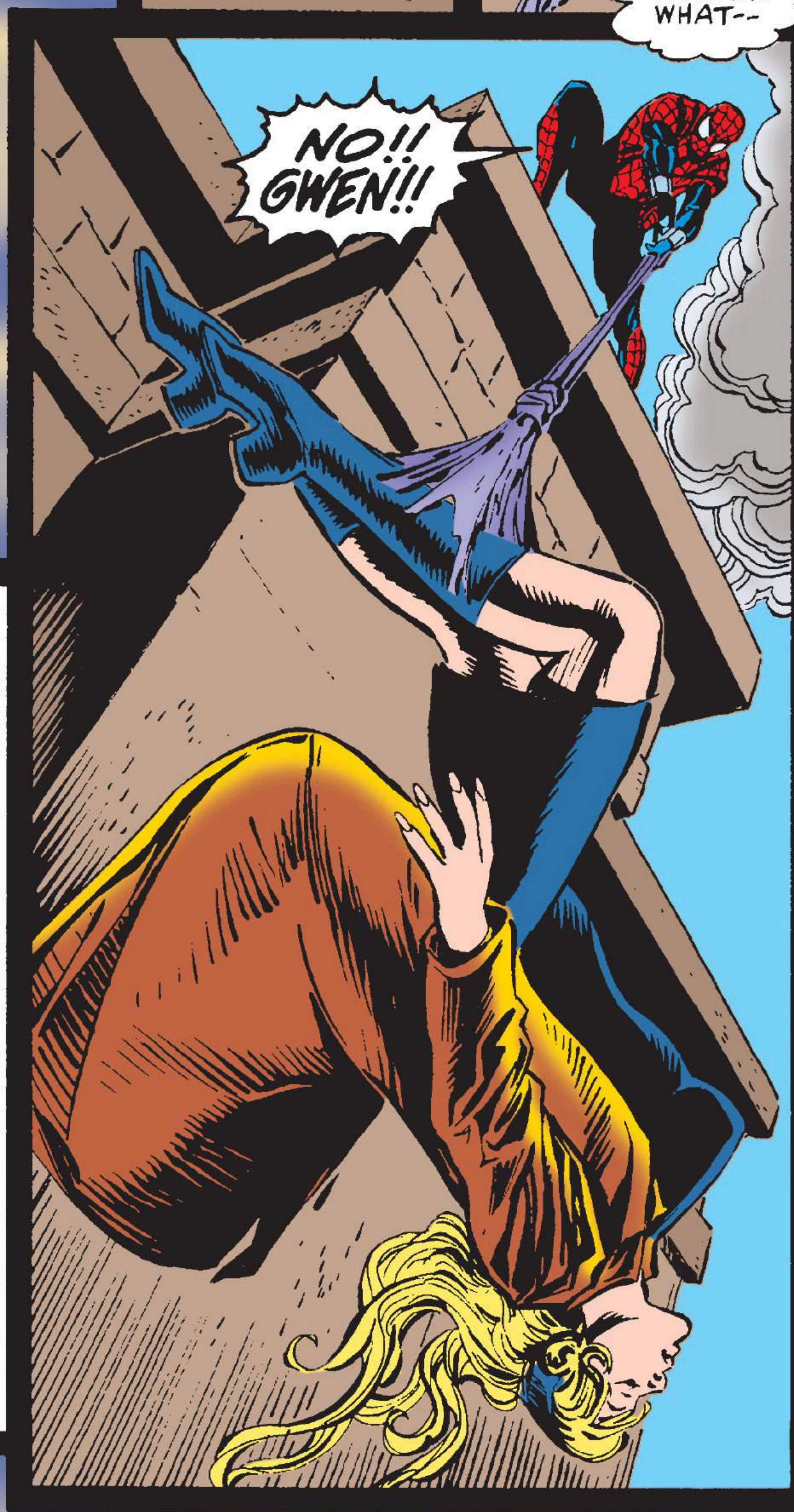
WHAT THE--? I'M **STANDING** ON SOMETHING!

EASY, BEN-- THAT PHONY IN THE SPIDER-MAN SUIT'S STILL PLAYING WITH YOUR HEAD!



JUST REEL THAT SUCKER IN. IF ANYONE'S GOT THE ANSWERS--

WEIRD-- HE ISN'T MOVING. WONDER WHAT--

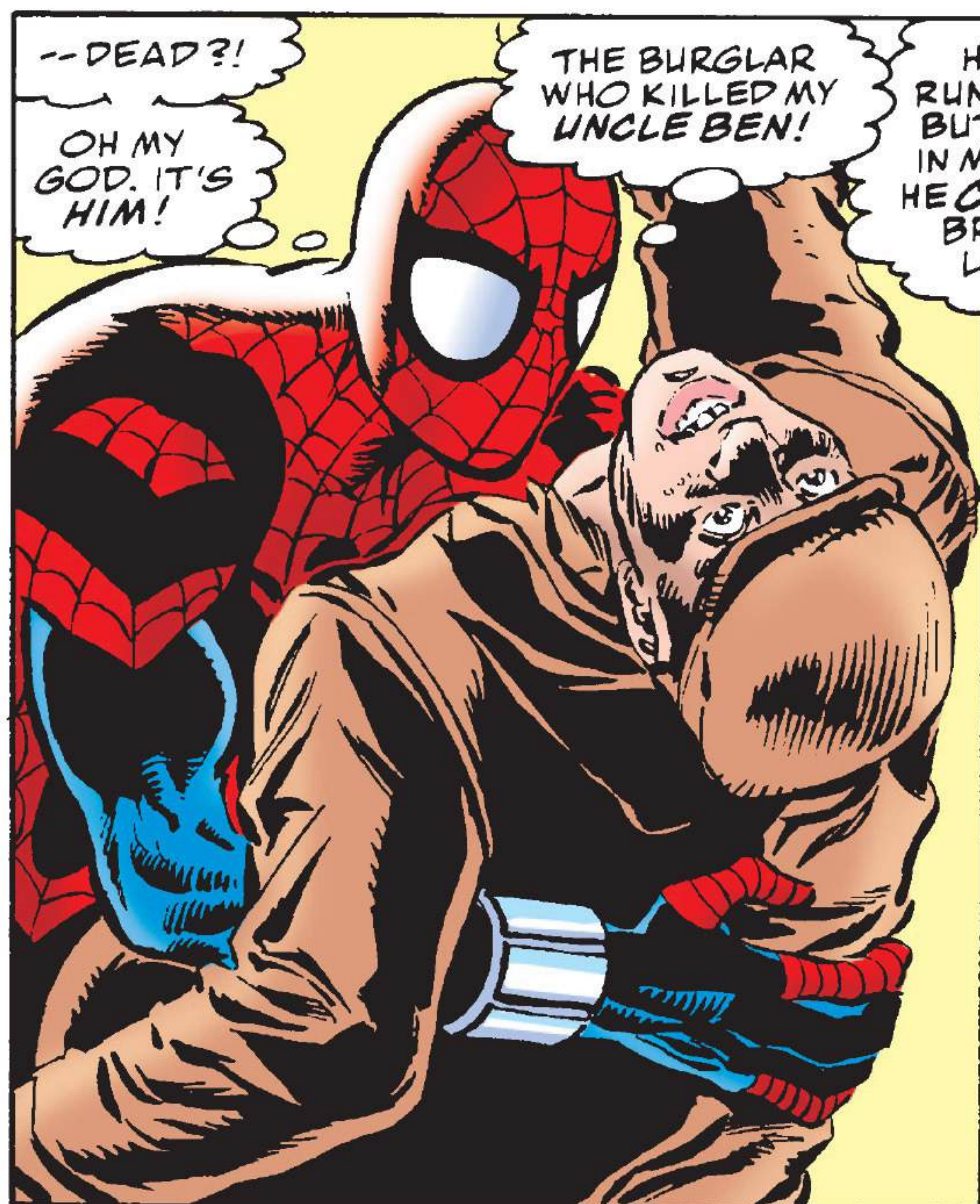


NO!! GWEN!!



NO! OH, NO, NO, NO--!

DON'T BE DEAD, GWEN! I DON'T WANT YOU TO BE--



-- DEAD?!
OH MY
GOD. IT'S
HIM!

THE BURGLAR
WHO KILLED MY
UNCLE BEN!

HUH? HE'S
RUNNING AWAY!
BUT I HAD HIM
IN MY HANDS!
HE CAN'T HAVE
BROKEN
LOOSE!



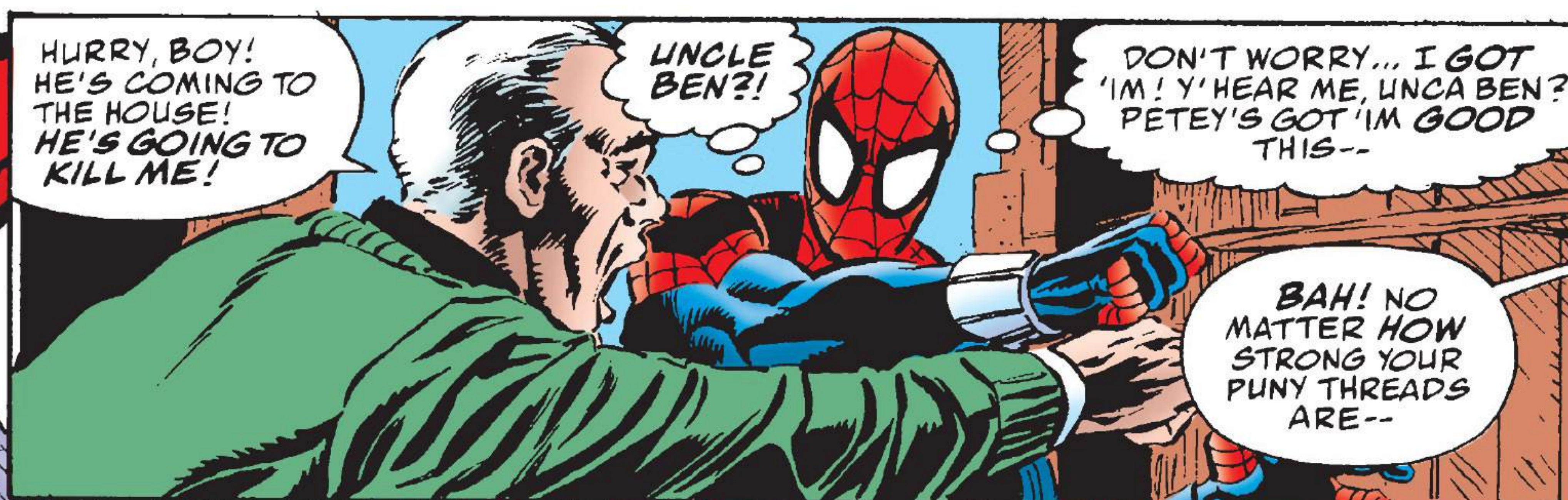
WAIT A MINUTE--
THIS ISN'T THE
WAREHOUSE WHERE
I NABBED HIM!

I'M BACK IN THE TV
STATION-- WHERE I LET
HIM GET AWAY THAT FIRST
TIME! GOOD GOD-- IT'S AS IF
MY LIFE WAS RUNNING
BACKWARDS!



DON'T LET HIM
GET AWAY, SPIDER-
MAN! YOU'VE GOT
TO STOP HIM!

I WILL!
I WILL!

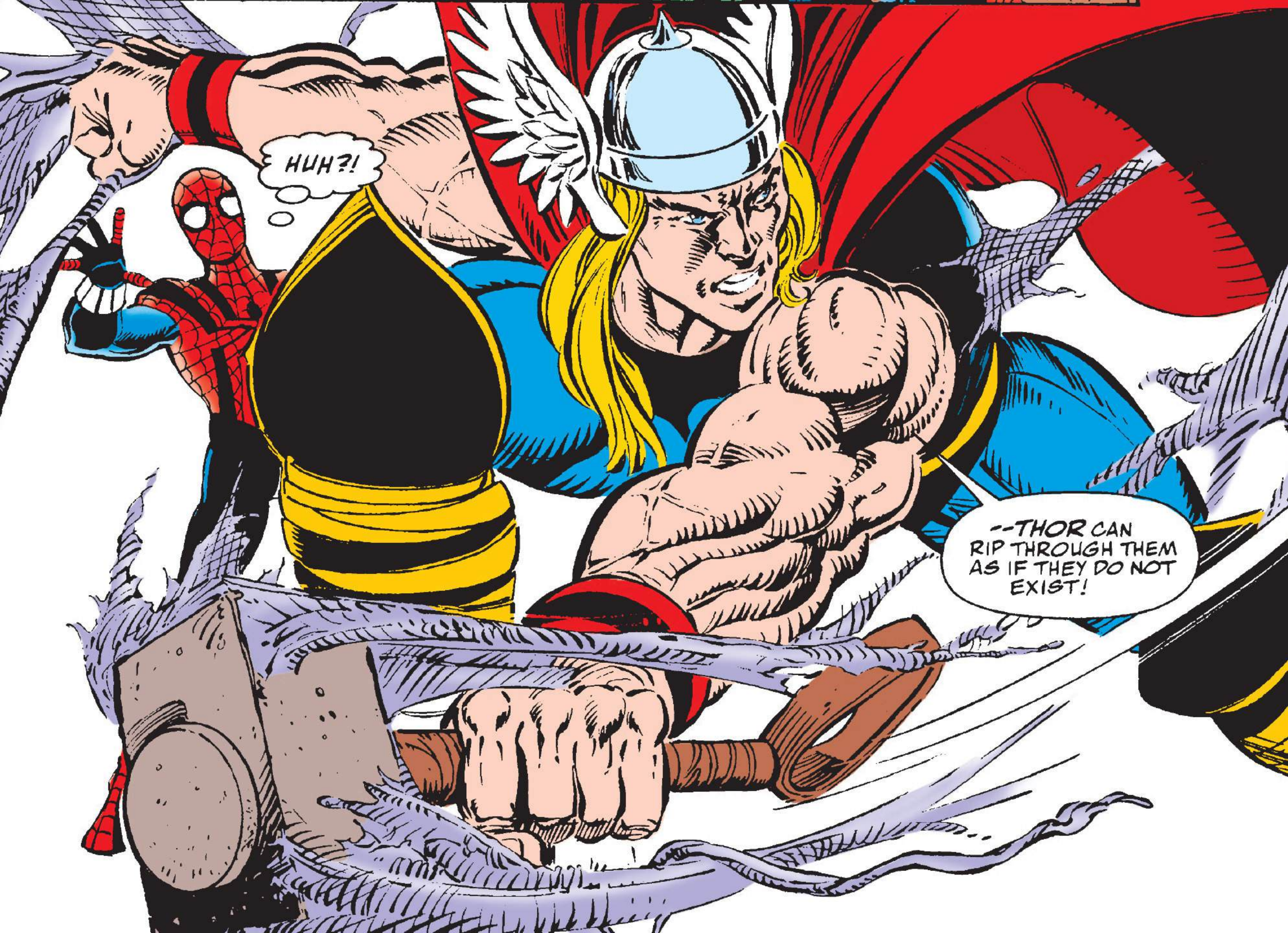


HURRY, BOY!
HE'S COMING TO
THE HOUSE!
HE'S GOING TO
KILL ME!

UNCLE
BEN?!

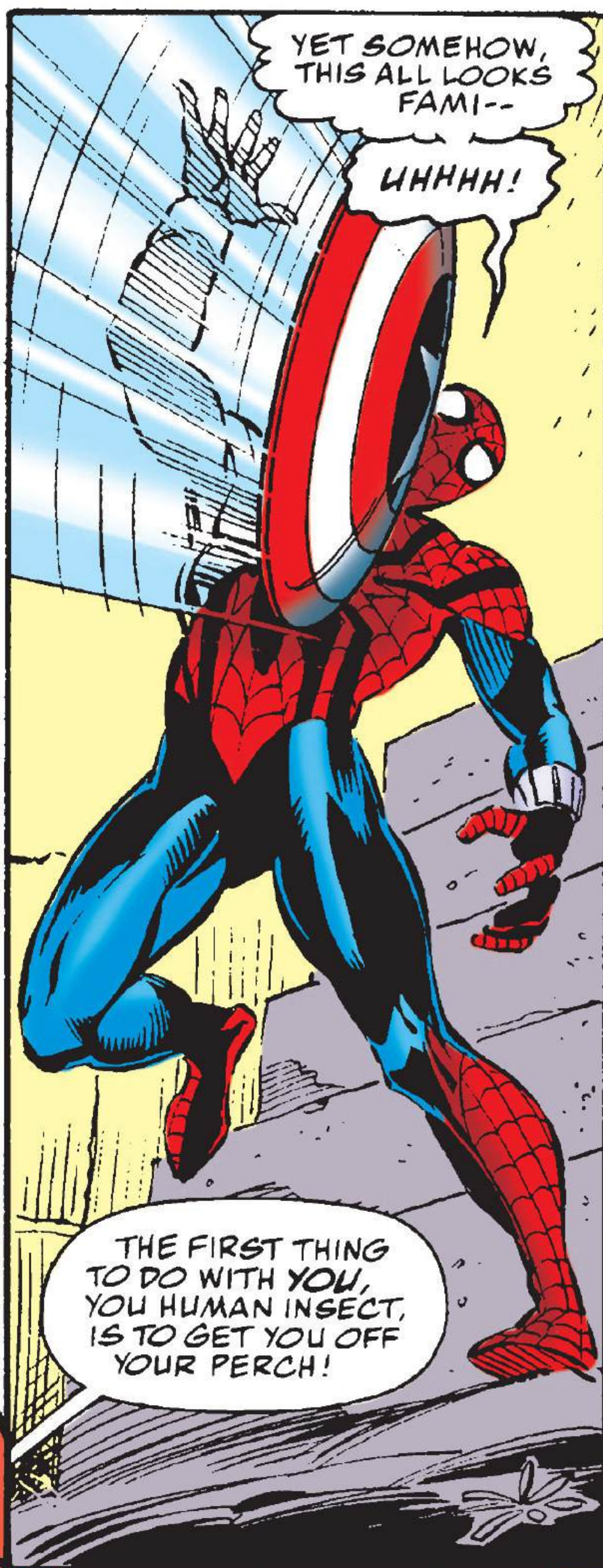
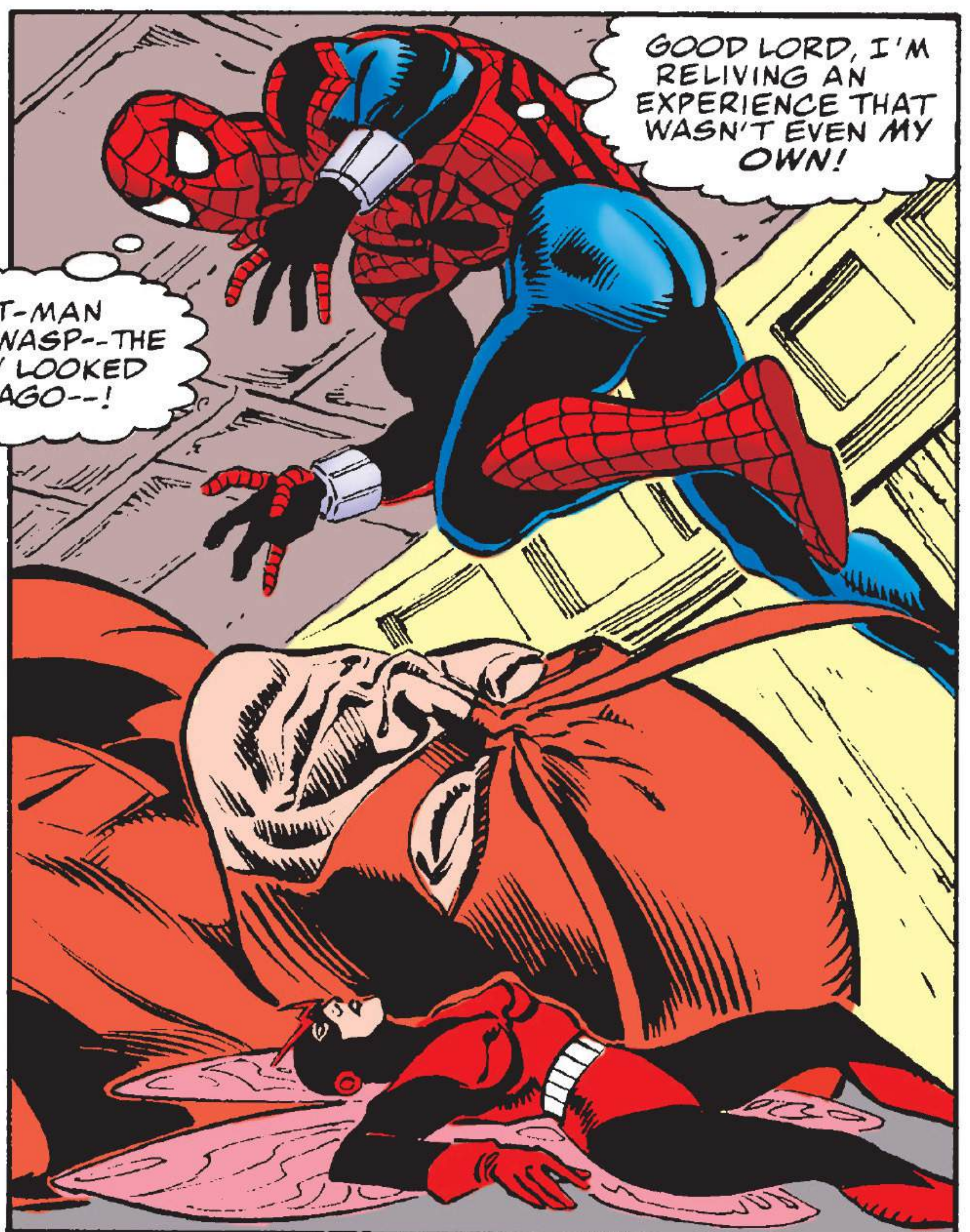
DON'T WORRY... I GOT
'IM! Y'HEAR ME, UNCA BEN?
PETEY'S GOT 'IM GOOD
THIS--

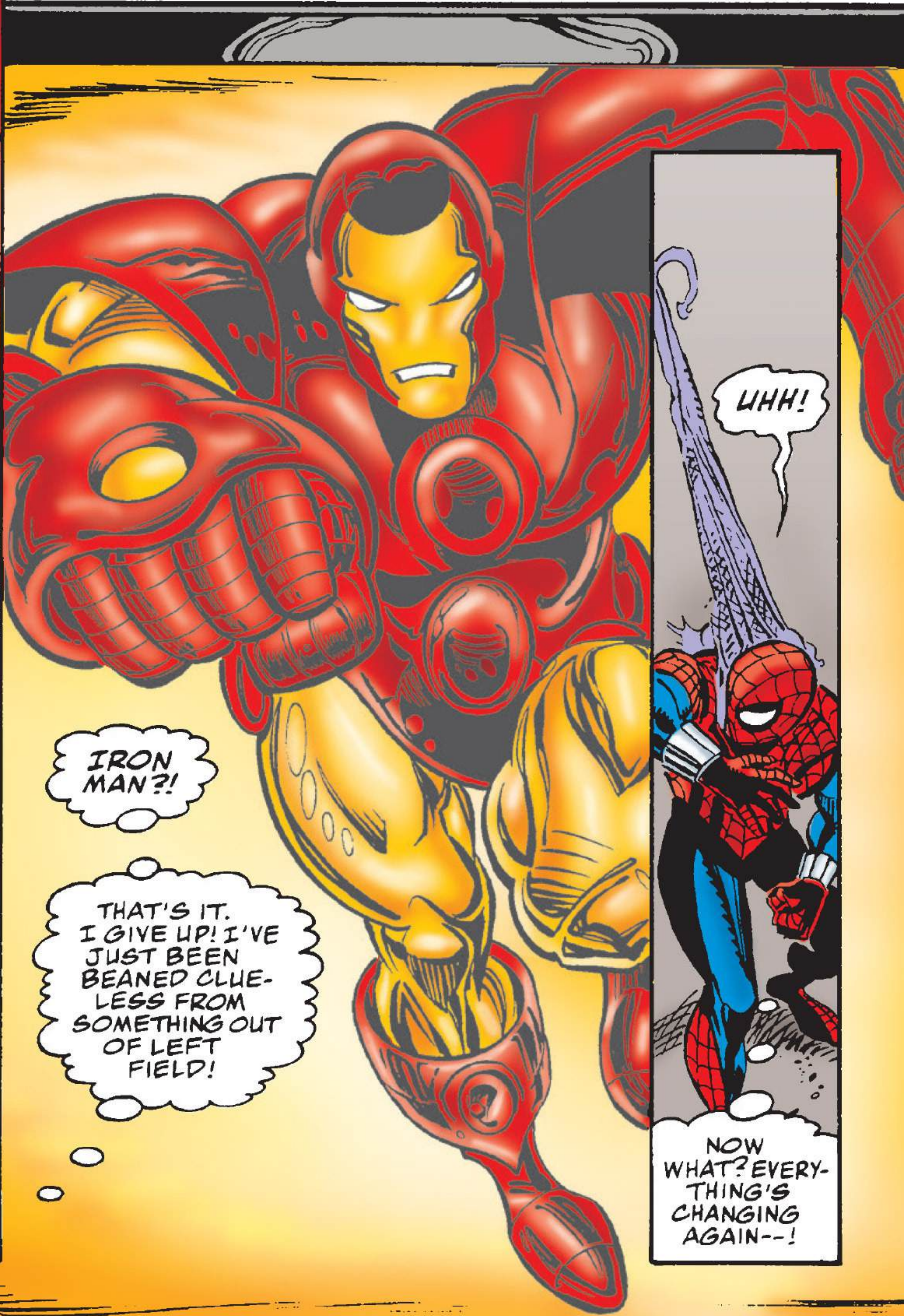
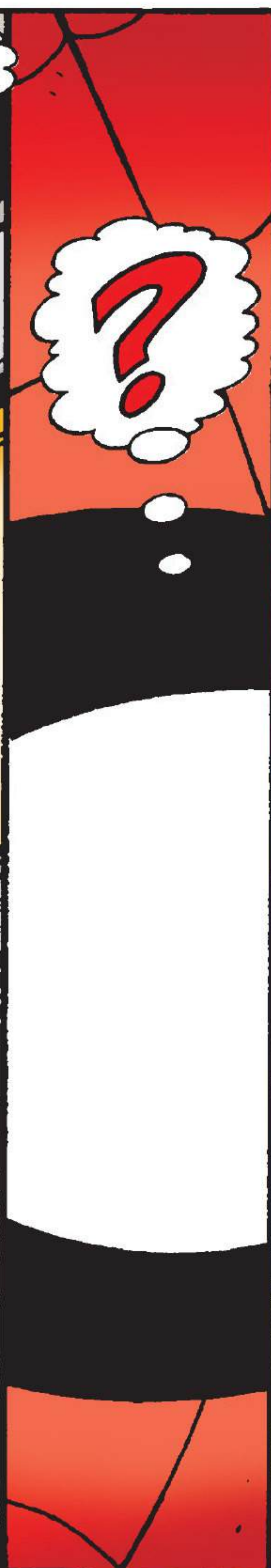
BAH! NO
MATTER HOW
STRONG YOUR
PUNY THREADS
ARE--



HUH?!

--THOR CAN
RIP THROUGH THEM
AS IF THEY DO NOT
EXIST!





OH, GOD... I'M EIGHT YEARS OLD AGAIN. I-- I REMEMBER THIS TABLECLOTH. AUNT MAY MADE IT HERSELF.

BUT... THIS ISN'T OUR OLD KITCHEN. I DON'T REMEMBER ANY OF THIS. IT'S AS IF THE FURTHER BACK INTO MY PAST I FALL, THE LESS REAL EVERYTHING BECOMES...

I'M SCARED... AUNT MAY, UNCA BEN... I'M SCARED OF THIS PLACE...

HUSH, CHILD... YOU'RE JUST HAVING A NIGHTMARE, THAT'S ALL.

AND YOU KNOW THAT NIGHTMARES CAN'T HURT YOU, hmmm?

YOU'RE JUST OVER-TIRED, PETER.

BUT I KNOW WHAT WILL MAKE YOU FEEL BETTER...

...AUNTIE MAY'S FAMOUS BUTTER-SCOTCH SANDIES.

YOUR FAVORITE.

OH, ISN'T THIS WONDERFUL? YOUR MOMMY AND DADDY HAVE COME TO JOIN US. THE WHOLE FAMILY TOGETHER AGAIN.

TOO BAD YOUR UNCLE BEN COULDN'T BE HERE, TOO--

--WHAT WITH YOUR KILLING HIM AND ALL.

NO!! STAY AWAY FROM ME! STAY AWAY!!

NOW, YOU STOP THAT RIGHT NOW, PETER! YOU'RE TOO OLD TO BE HAVING TAN-TRUMS, AREN'T YOU?

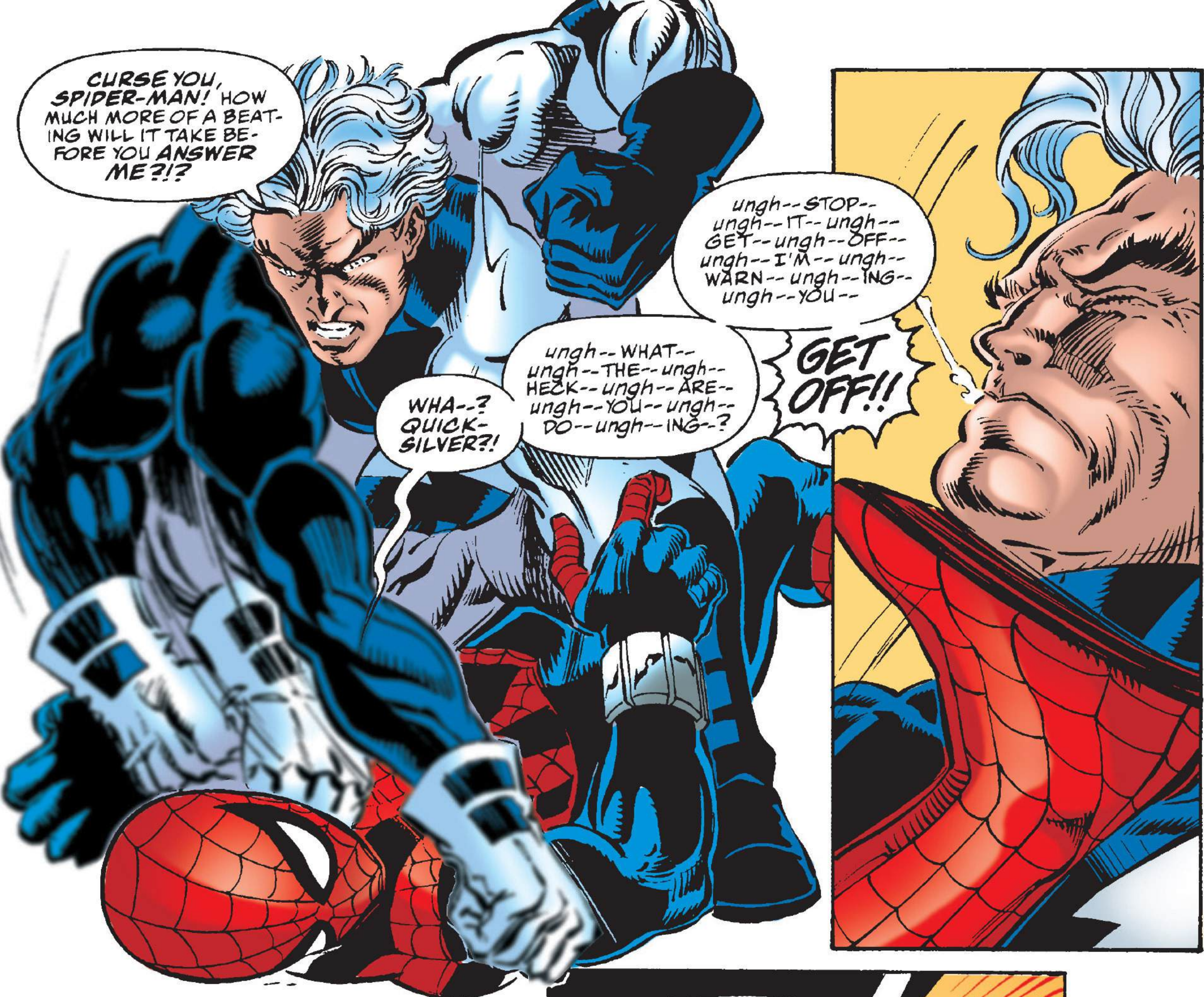
ANSWER ME!

ANSWER ME!

ANSWER ME!

ANSWER ME!!

ANSWER ME!!



CURSE YOU, SPIDER-MAN! HOW MUCH MORE OF A BEATING WILL IT TAKE BEFORE YOU ANSWER ME?!?

ungh-- STOP--
ungh-- IT-- ungh--
GET-- ungh-- OFF--
ungh-- I'M-- ungh--
WARN-- ungh-- ING--
ungh-- YOU--

WHA--?
QUICK-SILVER?!

ungh-- WHAT--
ungh-- THE-- ungh--
HECK-- ungh-- ARE--
ungh-- YOU-- ungh--
DO-- ungh-- ING--?

GET OFF!!

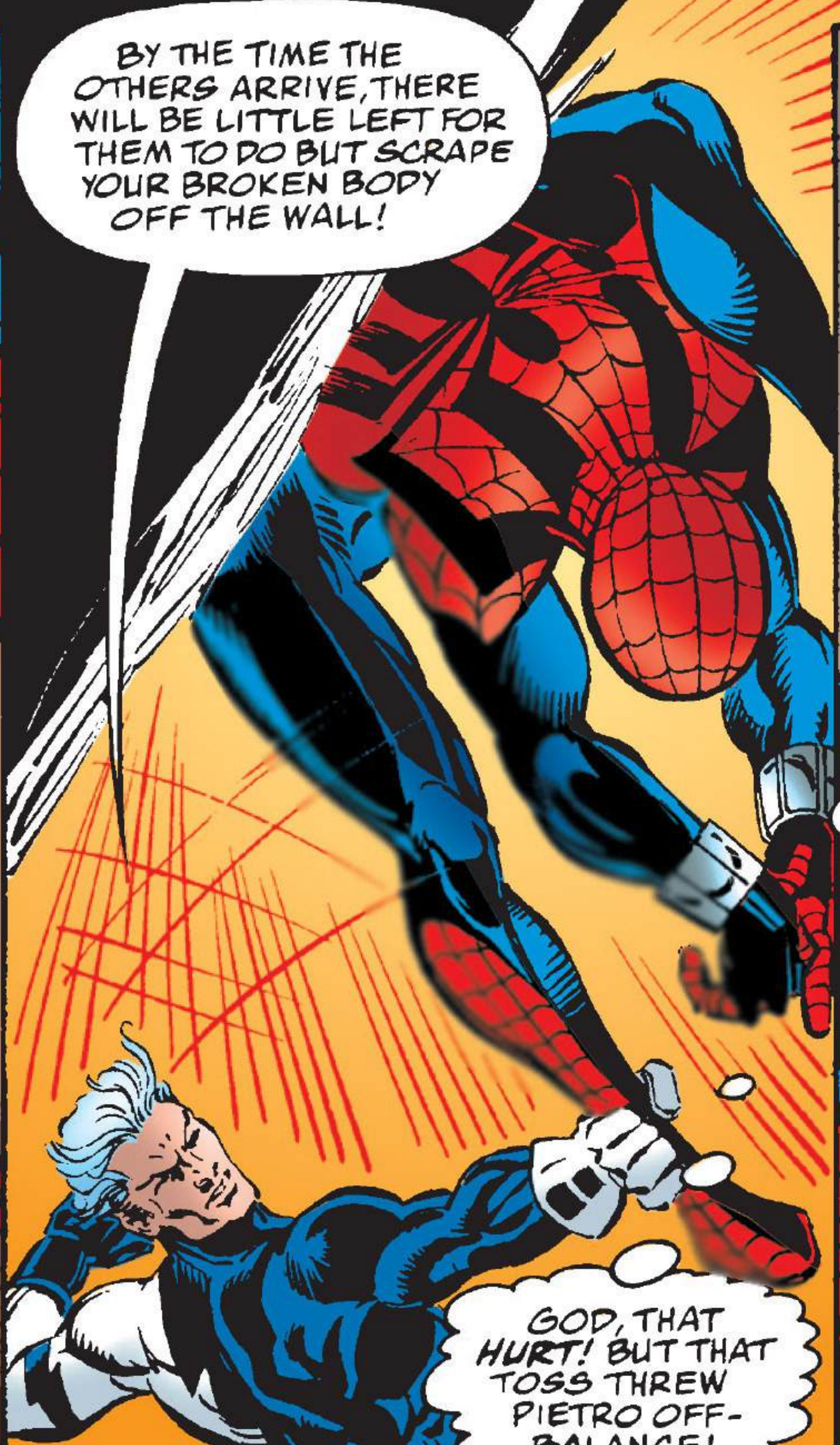


WHOA-- HEAD FEELS LIKE IT'S BEEN PUMMELED BY A JACKHAMMER! GOTTA GET OUTTA HERE-- REGAIN MY BEARINGS--

TRIPLE-JOINTED FOOL! DO YOU ACTUALLY THINK YOU CAN OUTRUN ME?!



NOT LIKELY!



BY THE TIME THE OTHERS ARRIVE, THERE WILL BE LITTLE LEFT FOR THEM TO DO BUT SCRAPE YOUR BROKEN BODY OFF THE WALL!

GOD, THAT HURT! BUT THAT TOSS THREW PIETRO OFF-BALANCE!

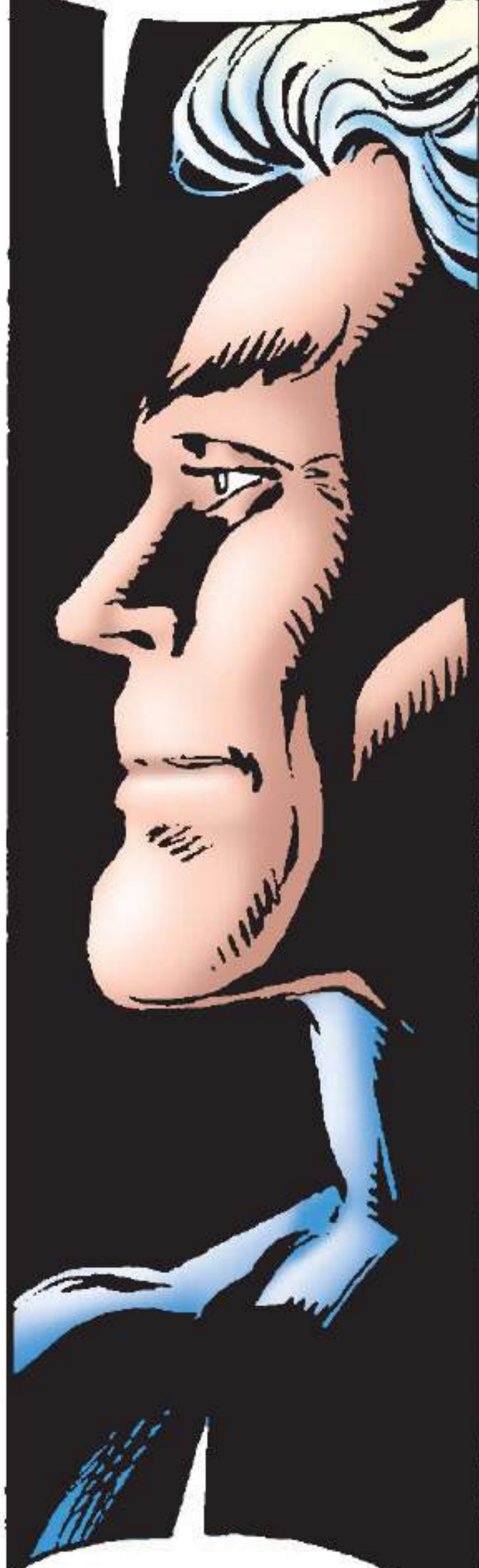


IF I CAN GET JUST ONE SHOT--

AAAAAGGH!!



WHAT...? OH.
IT'S YOU. YOU
GOT HERE FASTER
THAN I THOUGHT.



I'LL HAVE
YOU KNOW I
WAS HANDLING
THIS QUITE
WELL WITH-
OUT ANY
HELP!

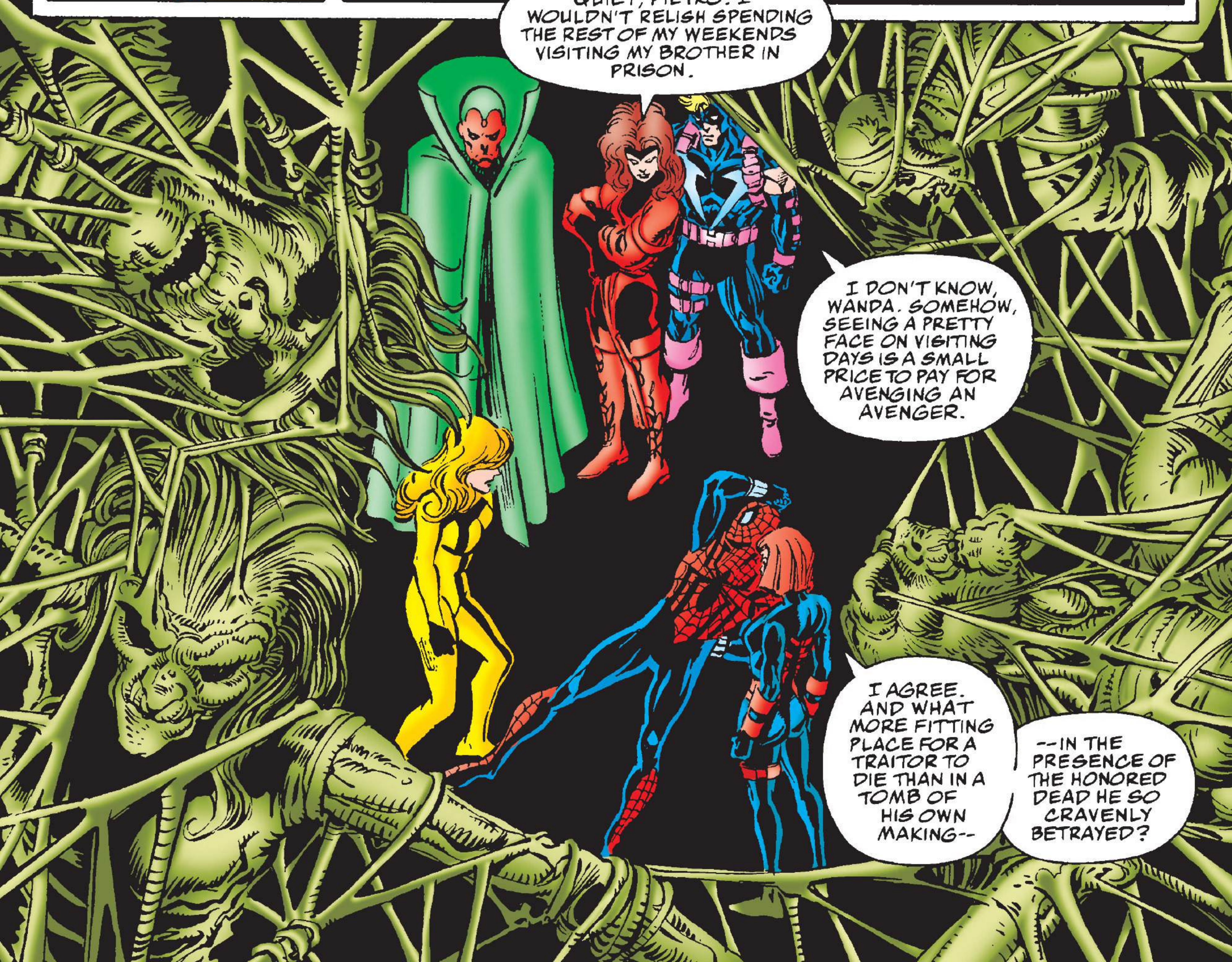


SO I SURMISED.
YOU HAVE TO LEARN
TO CONTROL THAT
TEMPER
OF YOURS,
PIETRO.

FROM WHAT I
SENSED DURING
MY INTERPHASE
WITH HIM, YOU
MIGHT HAVE
COME CLOSE TO
KILLING
SPIDER-MAN.

CONSIDERING WHAT
THAT TRAITOR DID TO OUR
COMRADES, VISION, I
COULD HAVE LIVED WITH
THAT.

QUIET, PIETRO. I
WOULDN'T RELISH SPENDING
THE REST OF MY WEEKENDS
VISITING MY BROTHER IN
PRISON.



I DON'T KNOW,
WANDA. SOMEHOW,
SEEING A PRETTY
FACE ON VISITING
DAYS IS A SMALL
PRICE TO PAY FOR
AVENGING AN
AVENGER.

I AGREE.
AND WHAT
MORE FITTING
PLACE FOR A
TRAITOR TO
DIE THAN IN A
TOMB OF
HIS OWN
MAKING--

--IN THE
PRESENCE OF
THE HONORED
DEAD HE SO
CRAVENLY
BETRAYED?



TONY STARK'S EYES CLOSE FOR MERE SECONDS. SECONDS TICKED OFF BY THE FADING ECHOES OF KRIS DEGANN'S SCREAMS TUMBLING INTO THE DARKNESS.

AT LEAST... HE ASSUMES IT WAS SECONDS.

IT HAD TO BE SECONDS.

YET--HOW COULD ALL THIS HAVE HAPPENED--IN ONLY SECONDS?

OKAY, MASTER! EVERYTHING'S READY FOR THE BIG TEMPORAL MELTDOWN!

Chapter 3:

KILLING TIME

THE TIME CHARGES ARE STORED AND READY! WE'VE EVEN GOT POWER TO SPARE!

ALL THAT'S NEEDED NOW IS YOU!

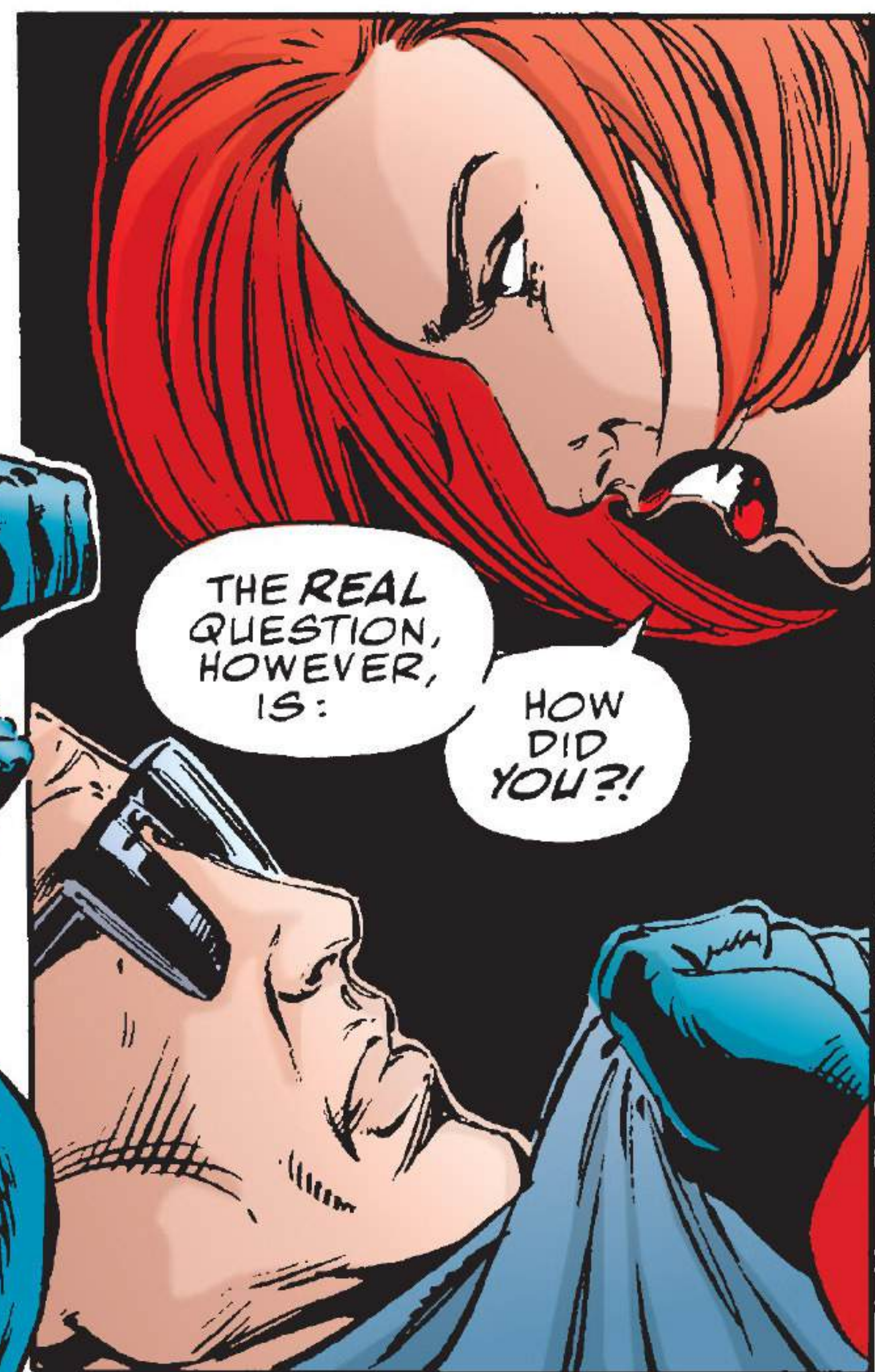
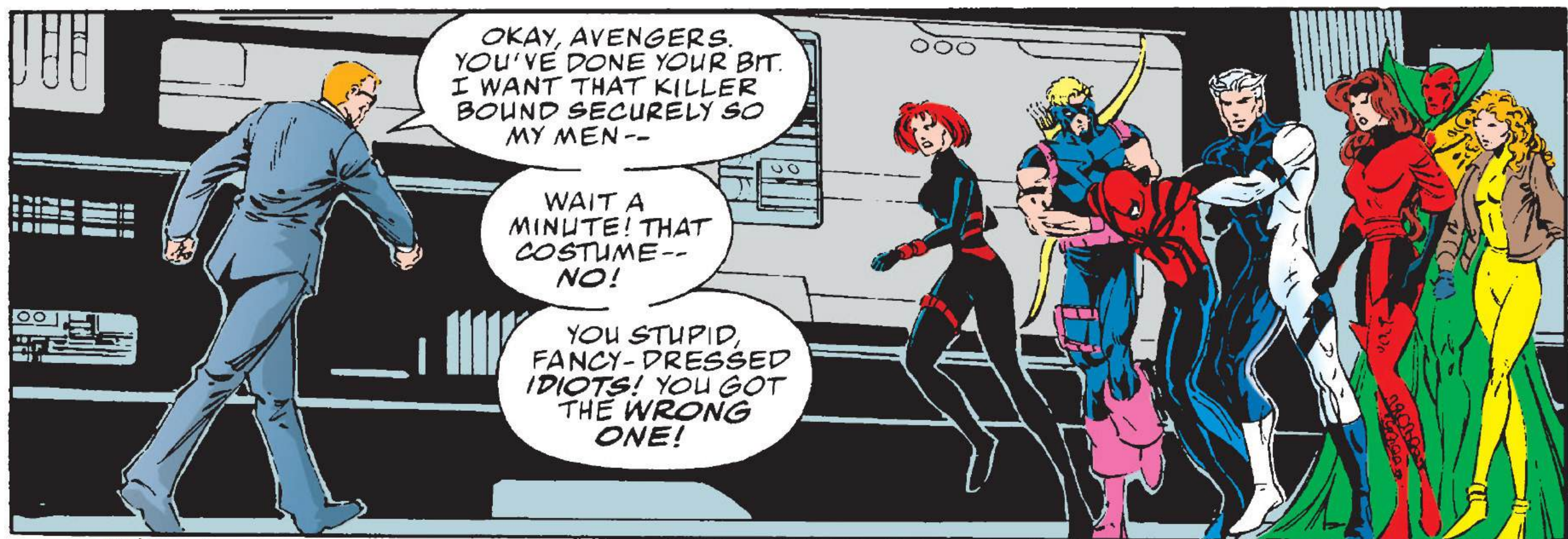
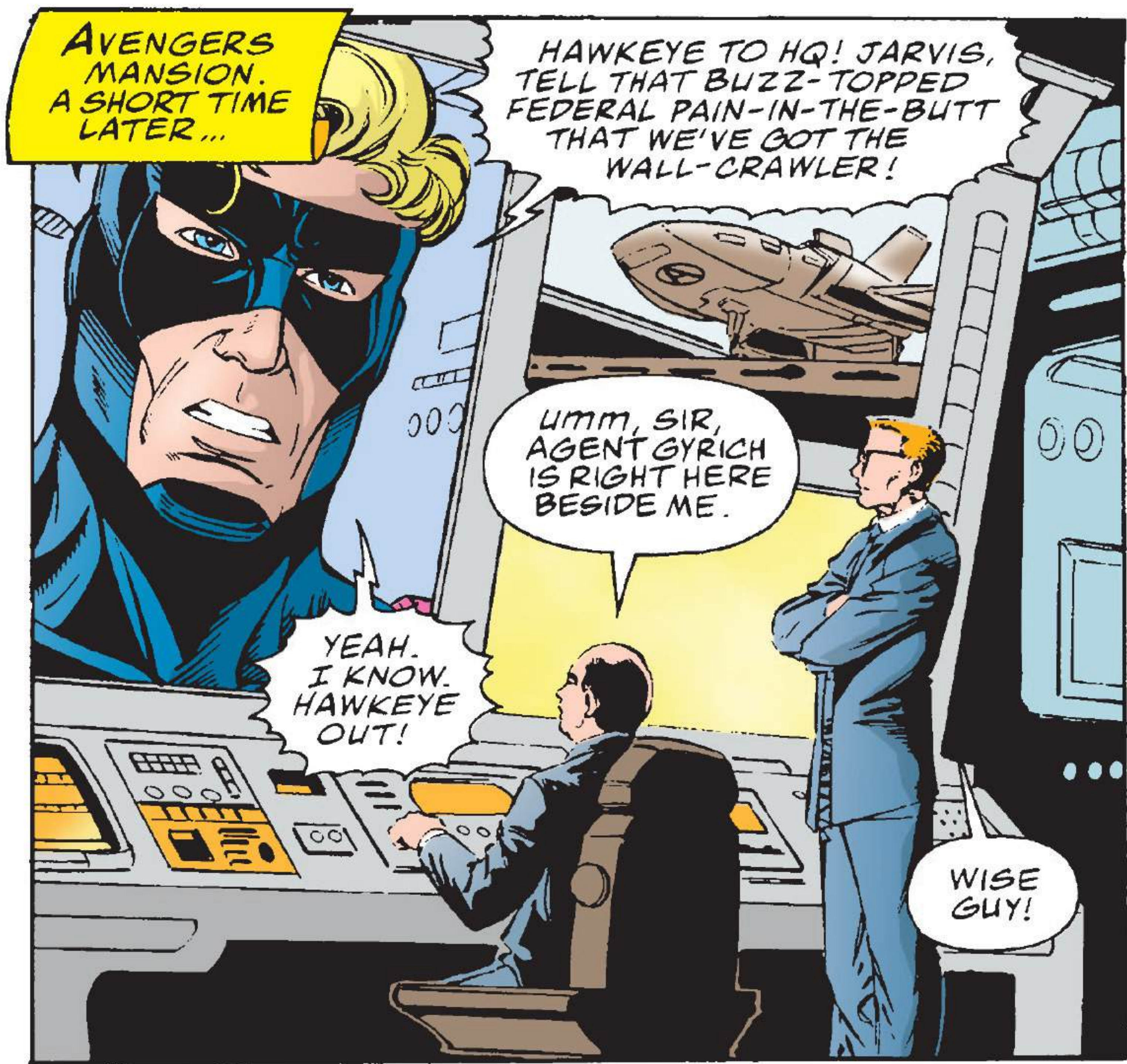
COME ON, MASTER-- TIME IS WASTING!

I... I DON'T KNOW... WHAT... YOU'RE TALKING ABOUT... LET GO... LET GO...

NOT TO WORRY, MASTER. ONCE ALL THIS IS FINISHED, YOU'LL BE STRONGER THAN EVER.

...GOD... IF ONLY I WEREN'T ...SO WEAK...

REMEMBER: TIME HEALS ALL WOUNDS!



THE TEMPLE OF TIROD, MEXICO. PRESENT TIME.

"DR. ORTEGA -- COME QUICKLY! I'M PICKING UP SOME MORE TEMPORAL DISTORTIONS!"

WARNING!
Secured Government Area
Trespassers will be SHOT!
ADVERTENCIA!
Area Segura de Gobierno
Los Intrusos se TIRARAN!

"THEN CALIBRATE AND LOG THEM, DR. DENNIS. YOU KNOW THE PROCEDURE."

"YES, DR. ORTEGA-- BUT THESE ARE DIFFERENT!"

THIS IS THE SECOND BIPARIOSUS READING I'VE TRIANGULATED TODAY!

THE FIRST HAD SEVERAL COMMUNAL JUNCTURES-- I ASSUMED ONE WAS JUST A SHADOW OF THE OTHER--

--BUT THESE--THESE ARE DEFINITELY TWO SEPARATE DISTORTIONS!

TWO? ARE YOU SURE?

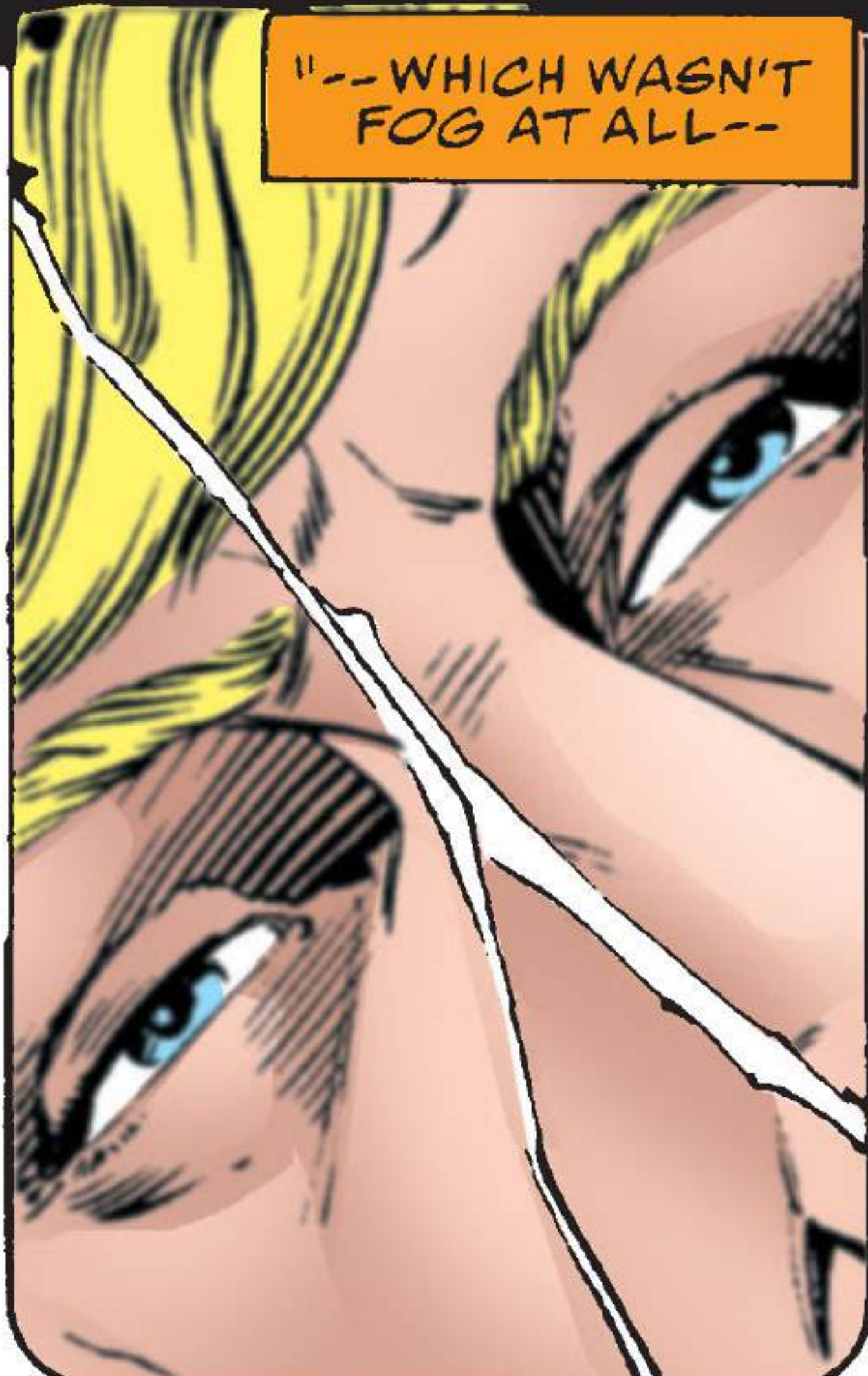
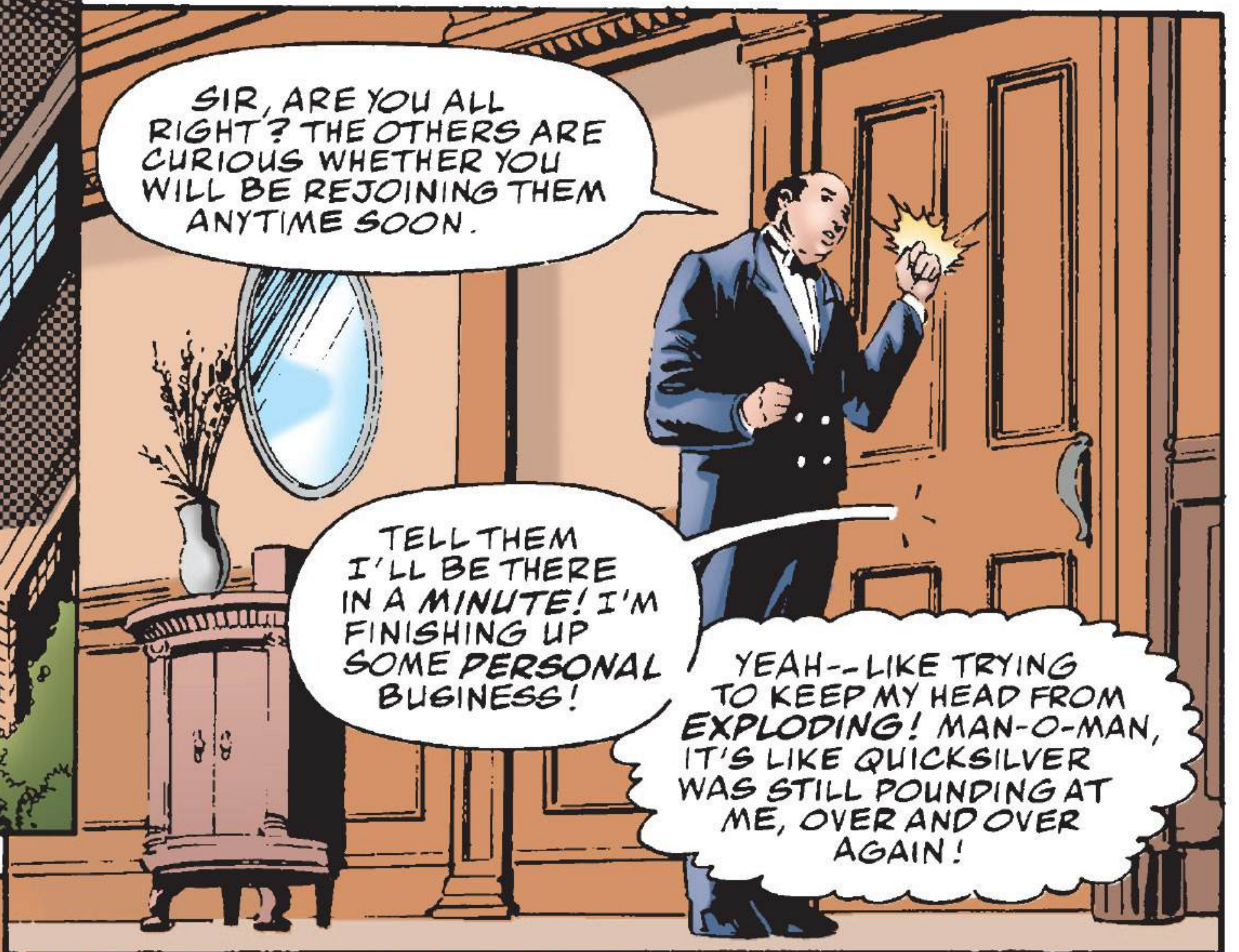
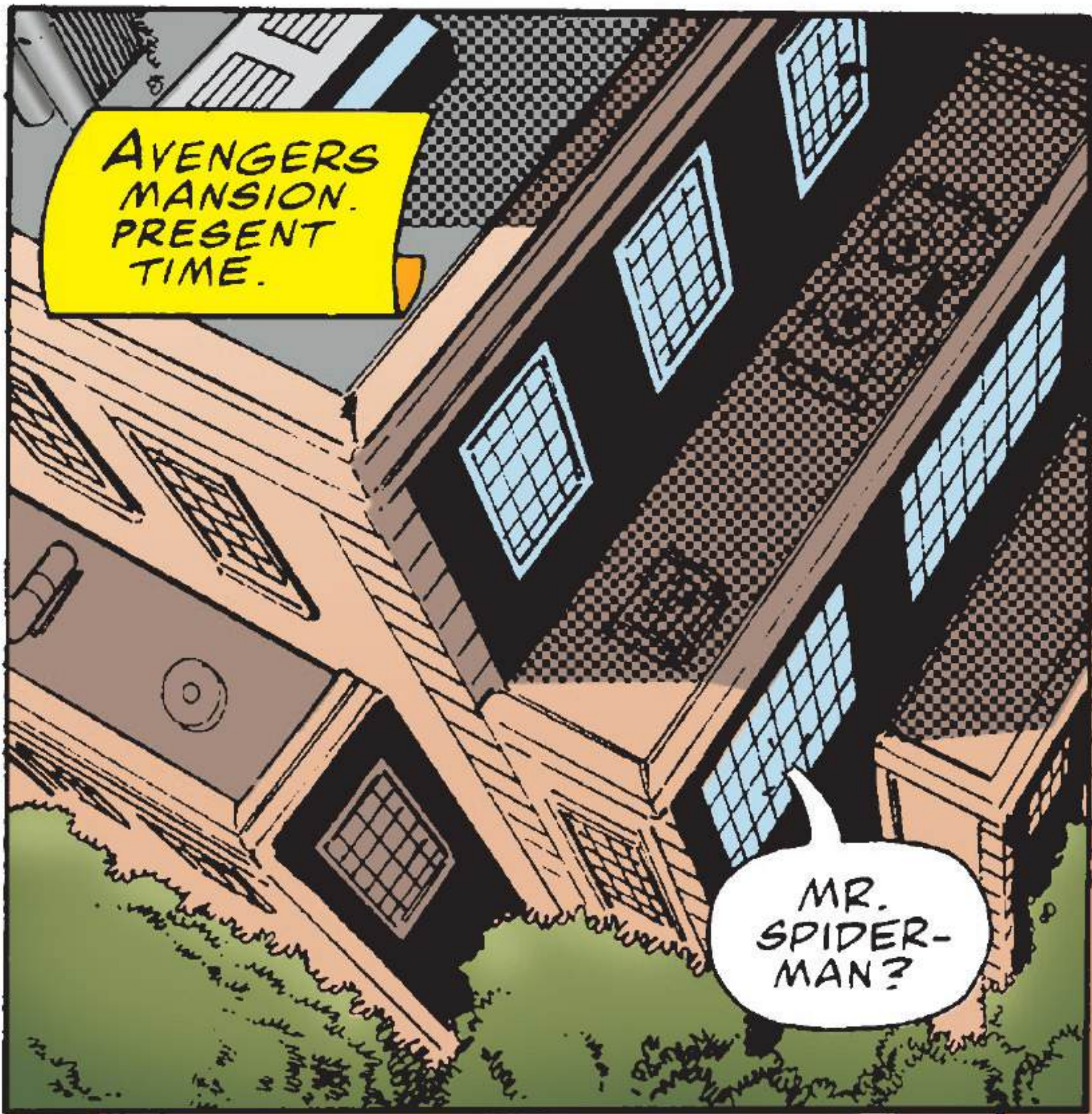
POSITIVE! WE DEFINITELY HAVE A SECOND TIME BANDIT OUT THERE!

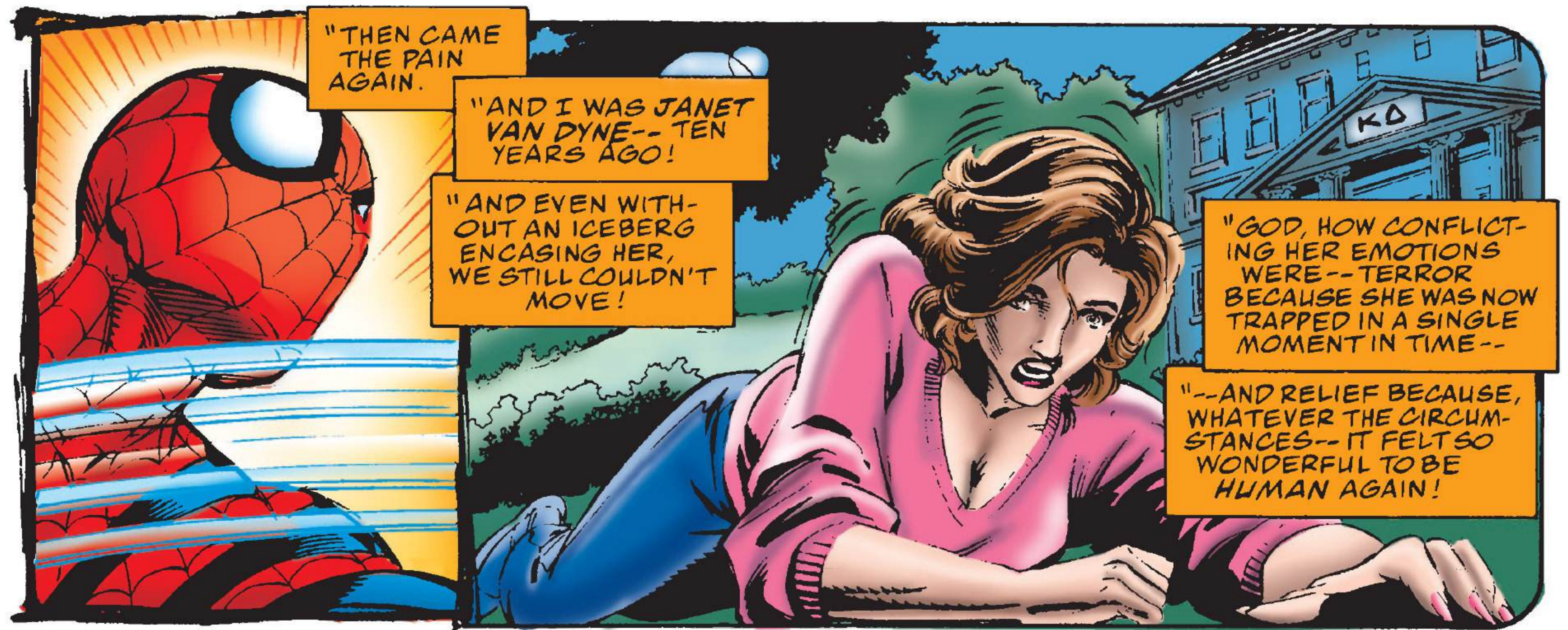
AND FROM THE TRAJECTORY I'VE CHARTED--

DR. ORTEGA, THE WEB-- IT'S EXPANDING!

DEAR GOD IN HEAVEN--

--IT'S HEADING THIS WAY!





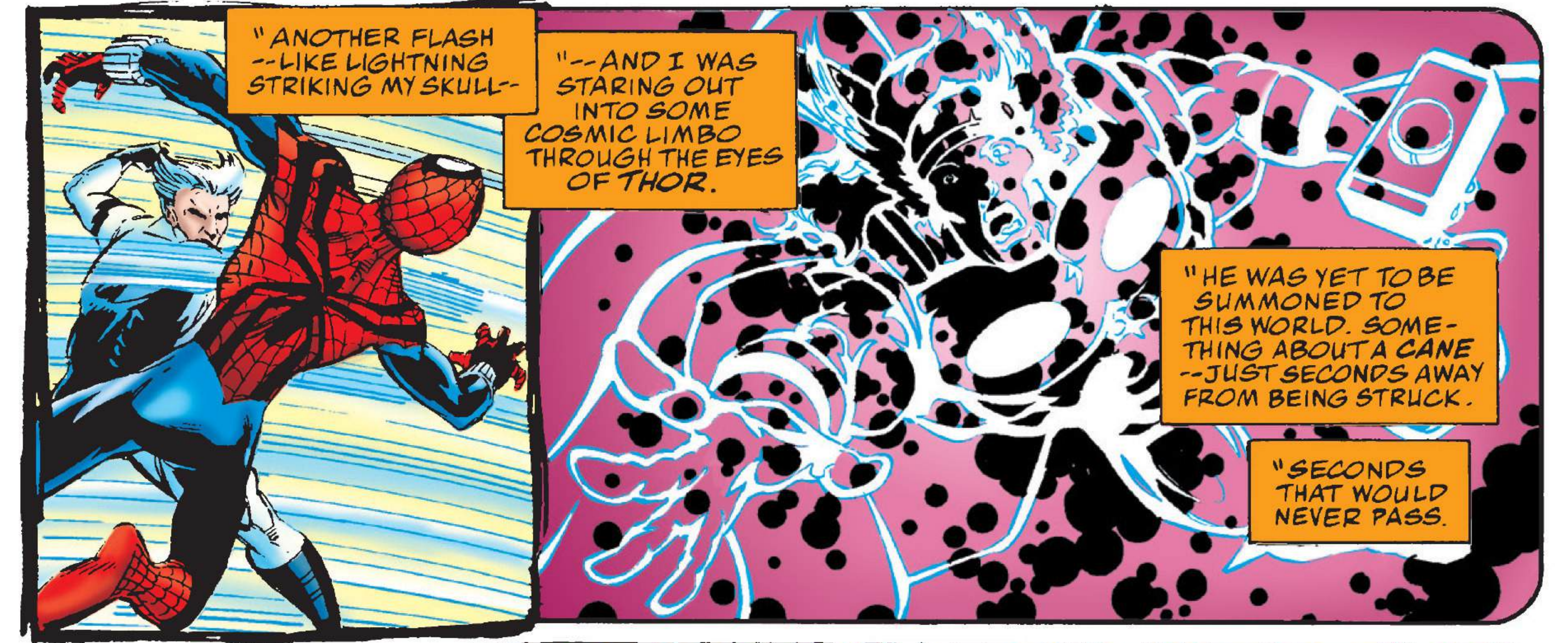
"THEN CAME THE PAIN AGAIN."

"AND I WAS JANET VAN DYNE-- TEN YEARS AGO!"

"AND EVEN WITHOUT AN ICEBERG ENCASING HER, WE STILL COULDN'T MOVE!"

"GOD, HOW CONFLICTING HER EMOTIONS WERE-- TERROR BECAUSE SHE WAS NOW TRAPPED IN A SINGLE MOMENT IN TIME--"

"--AND RELIEF BECAUSE, WHATEVER THE CIRCUMSTANCES-- IT FELT SO WONDERFUL TO BE HUMAN AGAIN!"

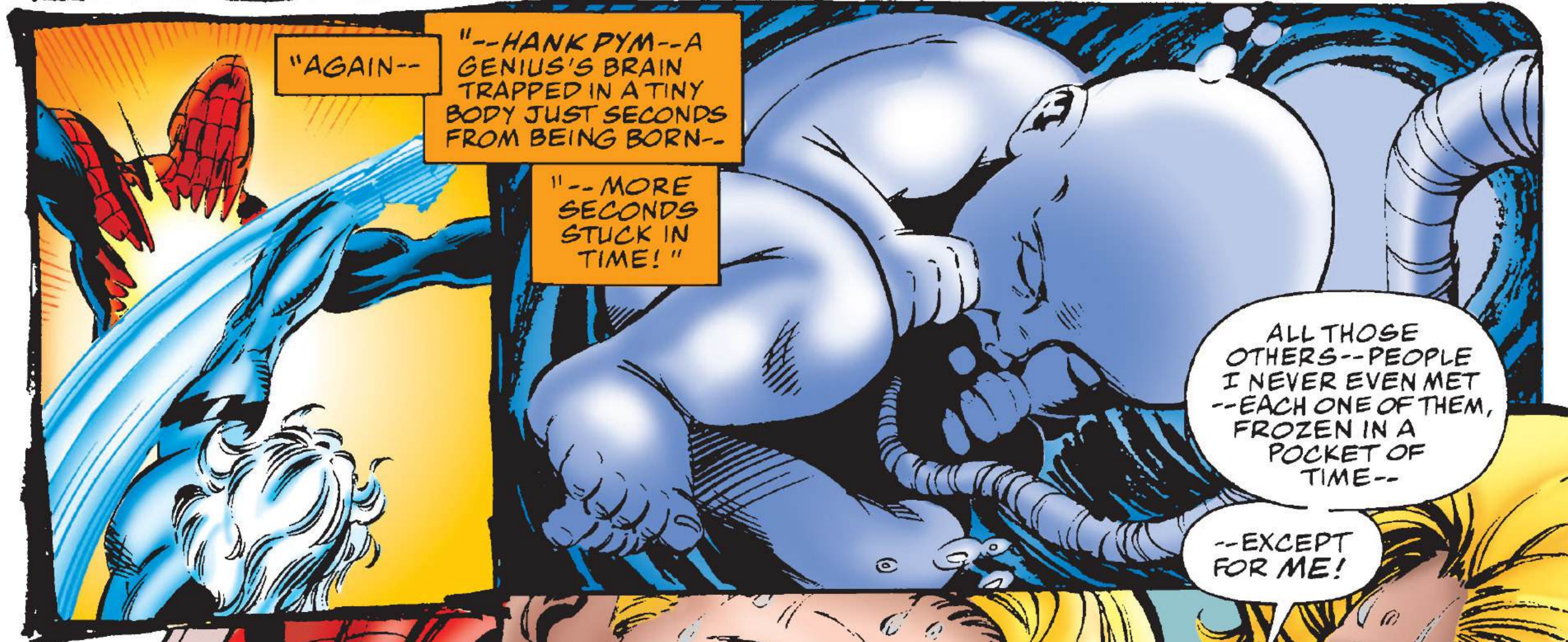


"ANOTHER FLASH --LIKE LIGHTNING STRIKING MY SKULL--"

"--AND I WAS STARING OUT INTO SOME COSMIC LIMBO THROUGH THE EYES OF THOR."

"HE WAS YET TO BE SUMMONED TO THIS WORLD. SOMETHING ABOUT A CANE --JUST SECONDS AWAY FROM BEING STRUCK."

"SECONDS THAT WOULD NEVER PASS."



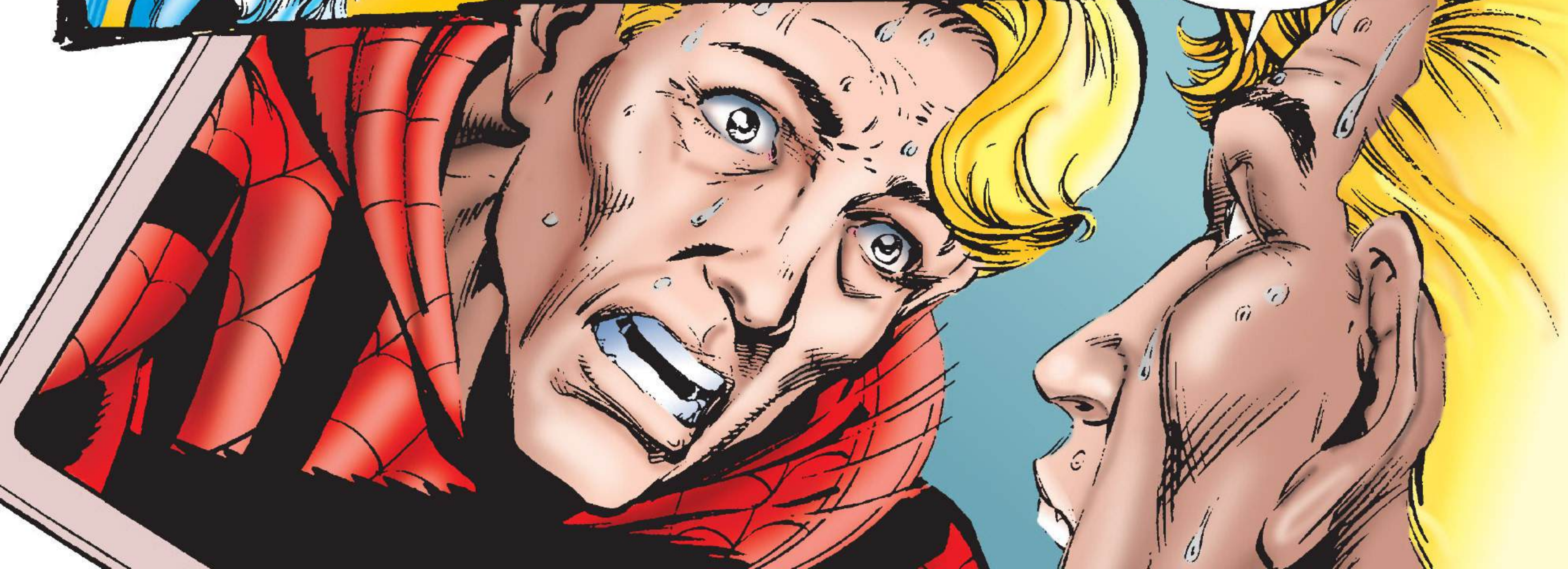
"AGAIN--"

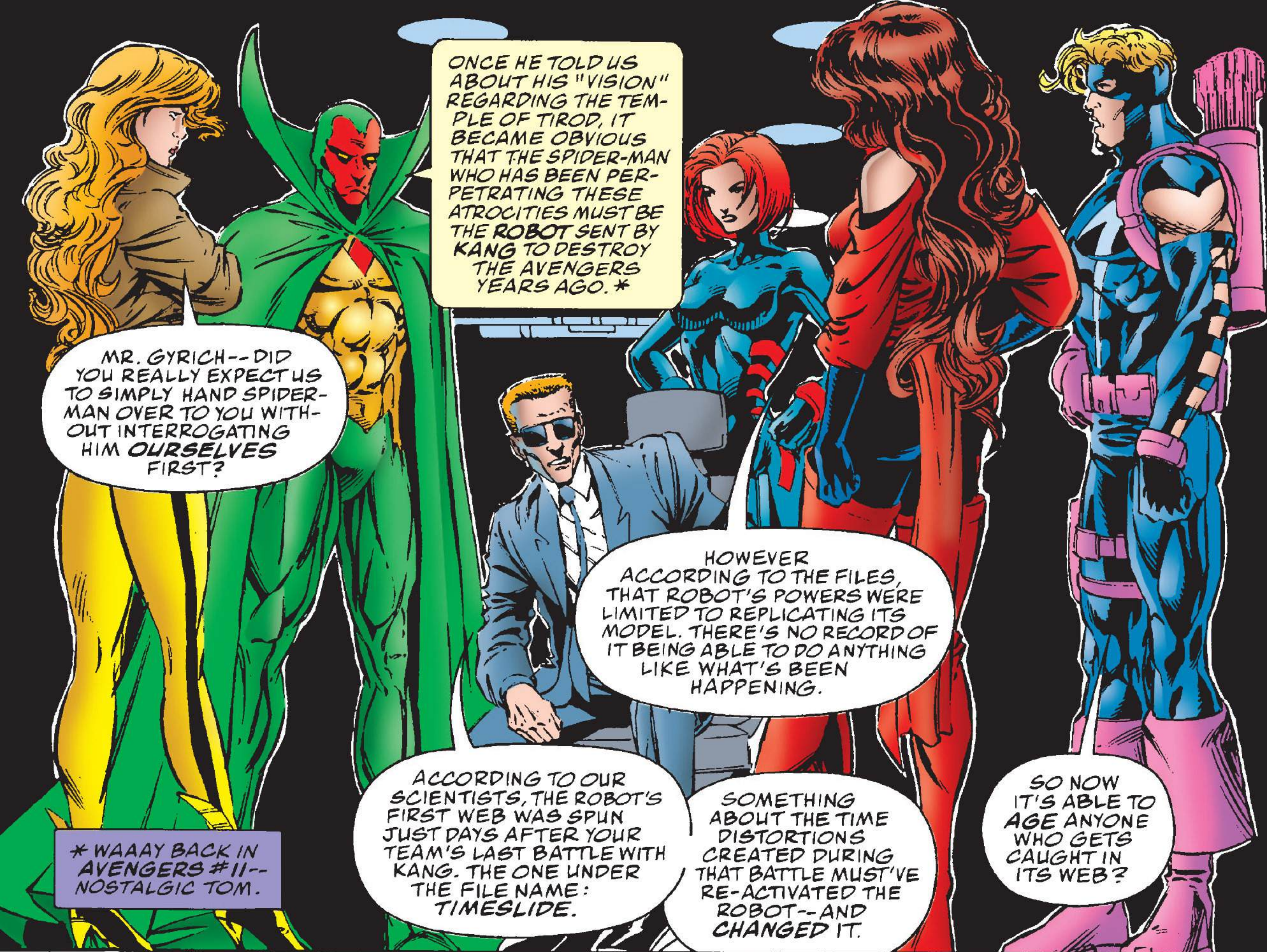
"--HANK PYM-- A GENIUS'S BRAIN TRAPPED IN A TINY BODY JUST SECONDS FROM BEING BORN--"

"--MORE SECONDS STUCK IN TIME!"

ALL THOSE OTHERS-- PEOPLE I NEVER EVEN MET --EACH ONE OF THEM, FROZEN IN A POCKET OF TIME--

--EXCEPT FOR ME!





ONCE HE TOLD US ABOUT HIS "VISION" REGARDING THE TEMPLE OF TIROD, IT BECAME OBVIOUS THAT THE SPIDER-MAN WHO HAS BEEN PERPETRATING THESE ATROCITIES MUST BE THE ROBOT SENT BY KANG TO DESTROY THE AVENGERS YEARS AGO.*

MR. GYRICH--DID YOU REALLY EXPECT US TO SIMPLY HAND SPIDER-MAN OVER TO YOU WITHOUT INTERROGATING HIM **OURSELVES** FIRST?

HOWEVER ACCORDING TO THE FILES, THAT ROBOT'S POWERS WERE LIMITED TO REPLICATING ITS MODEL. THERE'S NO RECORD OF IT BEING ABLE TO DO ANYTHING LIKE WHAT'S BEEN HAPPENING.

ACCORDING TO OUR SCIENTISTS, THE ROBOT'S FIRST WEB WAS SPUN JUST DAYS AFTER YOUR TEAM'S LAST BATTLE WITH KANG. THE ONE UNDER THE FILE NAME: **TIMESLIDE**.

SOMETHING ABOUT THE TIME DISTORTIONS CREATED DURING THAT BATTLE MUST'VE RE-ACTIVATED THE ROBOT--AND CHANGED IT.

SO NOW IT'S ABLE TO AGE ANYONE WHO GETS CAUGHT IN ITS WEB?

* WAAAY BACK IN AVENGERS #11--NOSTALGIC TOM.

"NOT EXACTLY."

"OUR BOYS COULD FIND NO SIGNS OF PROGRESSIVE DEGENERATION."

IN A NUTSHELL, IT'S AS IF TIME WAS LITERALLY SUCKED OUT OF THE VICTIMS.

ALL THE YEARS BETWEEN THE TIME THEY WERE CAUGHT IN THE WEB AND THE WAY THEY ENDED UP JUST PLAIN DISAPPEARED.

AND WITH EVERY DEATH, WE RECORDED A SURGE OF ENERGY IN THE ORIGINAL WEB... THE ONE IN MEXICO.

THAT WEB IS NOW LINKED TO THE TIME MACHINE KANG PLANTED THERE.

UNLESS I MISS MY GUESS, THAT MURDEROUS ROBOT IS PLANNING TO REACTIVATE IT.

BUT WHY?

THAT, MY DEAR SCARLET WITCH, IS WHAT WE HOPED TO HAVE LEARNED WHEN YOU CAPTURED IT.



THEN I'M SO SORRY I SCREWED IT UP FOR YOU, FLATTOP, BUT MAYBE THIS BIT OF NEWS'LL CHEER YOU UP.

THAT "KILLING MACHINE"?--IT HASN'T KILLED ANYONE--YET!

WHAT?!



YOU HEARD ME! CAP, THOR, HIGH-POCKETS AND THE WASP--EVERYONE CAUGHT IN THOSE WEBS--THEY'RE ALL STILL ALIVE!

ALL THEIR CONSCIOUSNESSES--ALL THE TIME THAT TIN CAN LEECHED FROM THEM--ARE TRAPPED IN PAST VERSIONS OF THEMSELVES--

--POCKETED AWAY IN FROZEN MOMENTS OF TIME.

LIKE HUNDREDS OF TEMPORAL SAFETY DEPOSIT BOXES.



BUT HOW DO YOU KNOW ALL THIS?

LET'S JUST SAY I'VE SEEN IT WITH MY OWN EYES. JUST ONE THING LEFT I NEED TO FIGURE, THOUGH:

WHERE'S IRON MAN?

HE HASN'T ANSWERED HIS HAIL. QUICK-SILVER HAS GONE TO--



WE'RE TOO LATE! THE ROBOT'S TAKEN IRON MAN!

SOME FOOL EVEN CLAIMED THE THING CALLED IRON MAN ITS MASTER!

MASTER?! THEN IT ALL FITS!

MY CARBON COPY ACTUALLY BELIEVES IRON MAN IS KANG! ALTHOUGH I HAVEN'T A CLUE AS TO WHY!

BUT PERHAPS WE DO.

AND YOU KNOW WHERE IRON MAN'S BEEN TAKEN, DON'T YOU, GYRICH?! YOU'VE HAD YOUR MEN STATIONED IN THAT TEMPLE ALL ALONG!

JUST ANOTHER SECRET WEAPON YOU HOPED TO CONTROL!

QUICKSILVER--YOU RACE AHEAD TO MEXICO! BLACK WIDOW--FIRE UP THE QUINJET!

AND YOU, GOVERNMENT MAN--YOU BETTER WARN YOUR PALS THAT TROUBLE'S HEADIN' THEIR WAY!

I CAN'T.

THE LINE IS DEAD.

THE TEMPLE OF TIROD-- WITH TIME RUNNING OUT...

SOMETHING IS DEFINITELY NOT RIGHT HERE.

GYRICH SAID THAT SECURITY WAS TIGHT-- BUT THERE'S NO ONE TRYING TO STOP ME FROM ENTERING THE TEMPLE.

I HAVE A SINKING FEELING THAT WE MAY ONCE AGAIN BE--

--TOO LATE.

HOW D'YA LIKE THAT, MASTER?! WITH THESE JOKERS ADDED TO THE WEB, WE'VE GOT EVEN MORE POWER TO COMPLETE YOUR PLAN!

ALL THE TIME I'VE COLLECTED WILL ACT AS BATTERIES TO POWER UP YOUR TIME MACHINE TO FULL CAPACITY AND BEYOND!

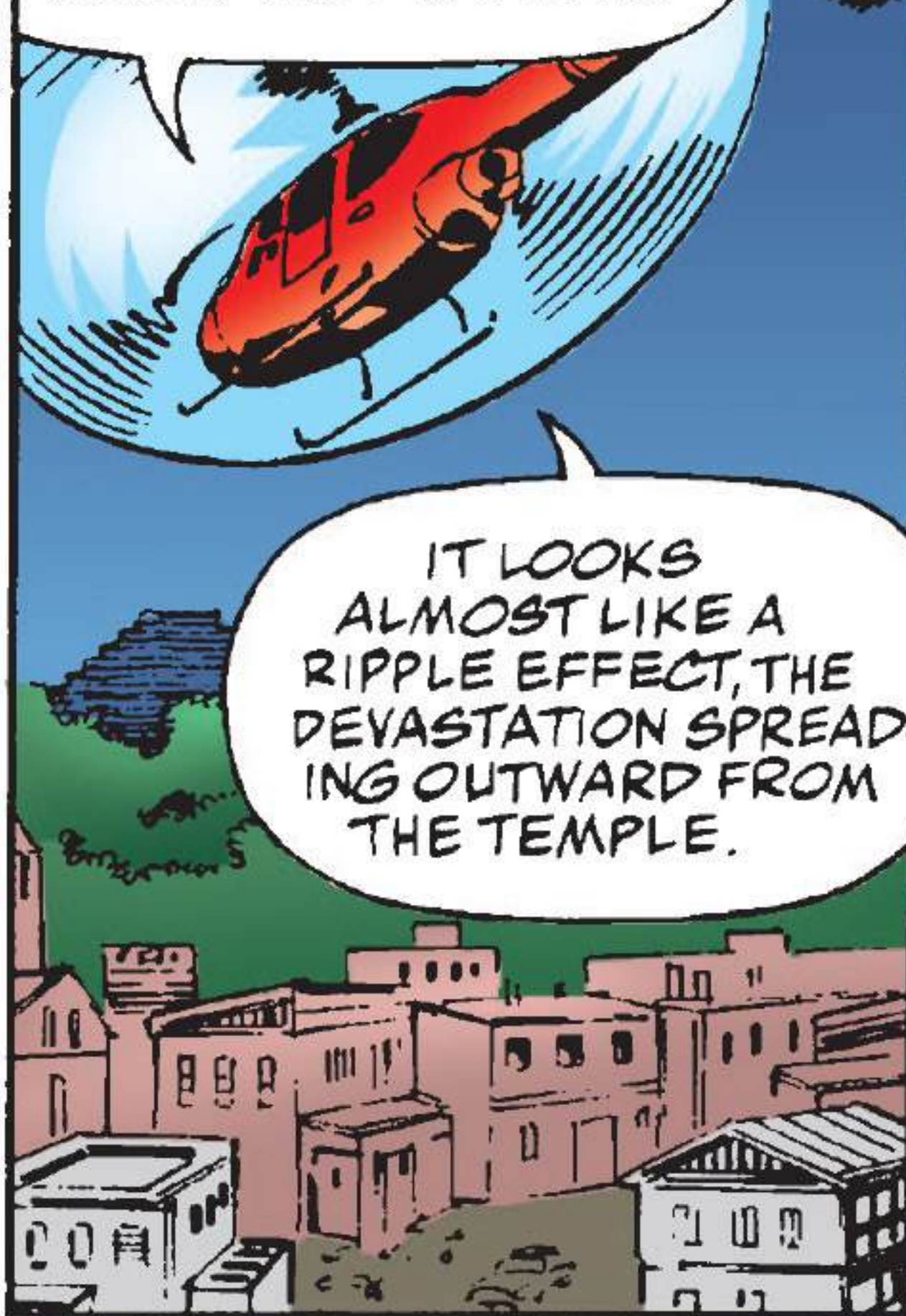
JUST LIKE YOU FIGURED IT WOULD! PRETTY SOON, ALL THE TOMORROWS WILL MELT AWAY-- AND ALL THAT WILL BE LEFT IS THE AGE OF KANG!

PRETTY COOL, EH, MASTER?

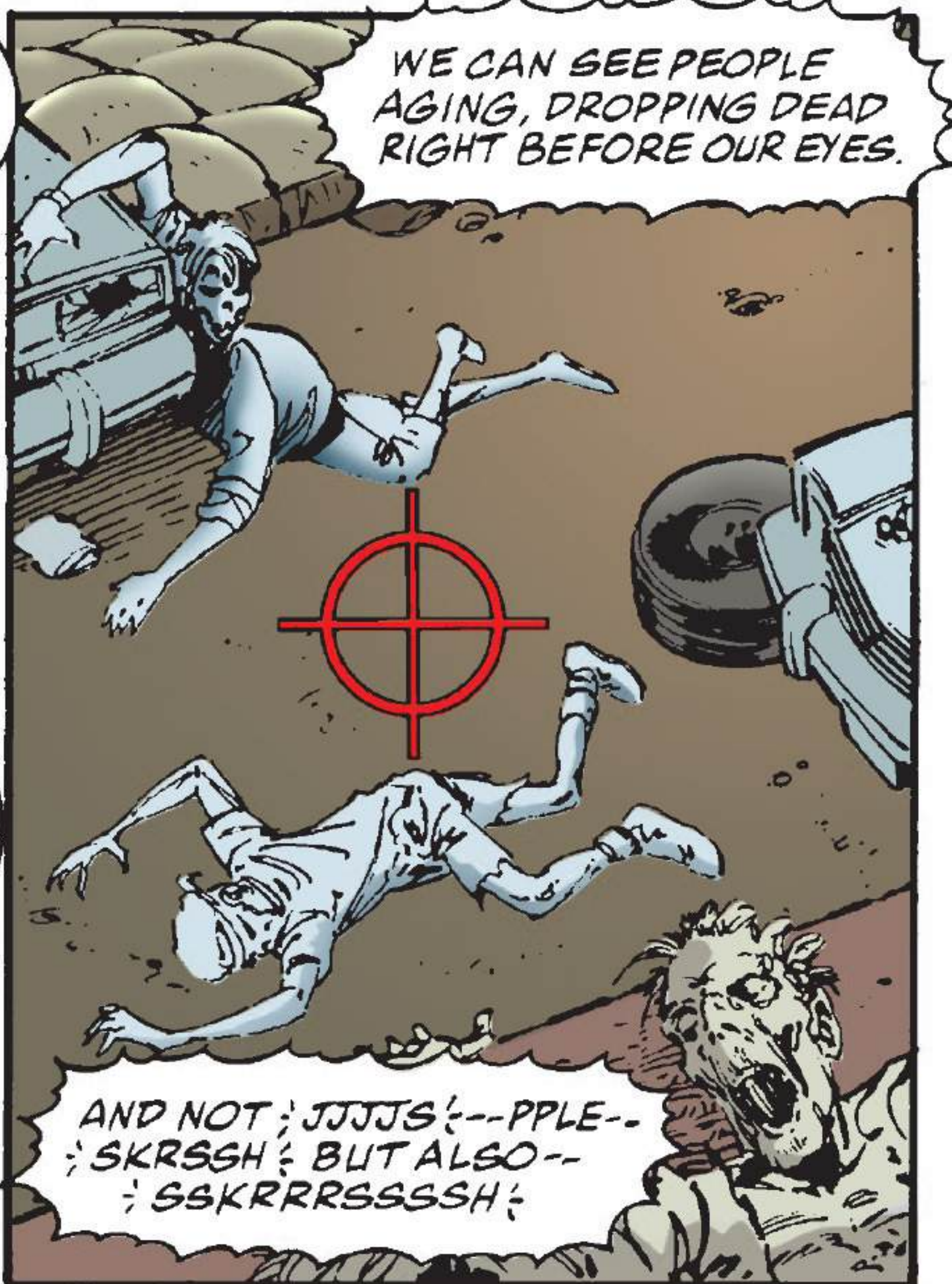


WE INTERRUPT THIS PROGRAM FOR A SPECIAL NEWS BULLETIN. THERE CONTINUE TO BE REPORTS OF STRANGE, INEXPLICABLE DEATHS IN SOUTHERN MEXICO. WE TAKE YOU NOW TO A LIVE REPORT FROM NEWS COPTER SEVEN AND OUR CORRESPONDENT, FRANK RIVERA.

THANKS, ED. IT'S THE MOST TERRIFYING THING I'VE EVER SEEN--AND ALL OF IT SEEMS TO CENTER AROUND THE TEMPLE OF TIROD YOU MIGHT BE ABLE TO SEE IN THE DISTANCE.



IT LOOKS ALMOST LIKE A RIPPLE EFFECT, THE DEVASTATION SPREADING OUTWARD FROM THE TEMPLE.

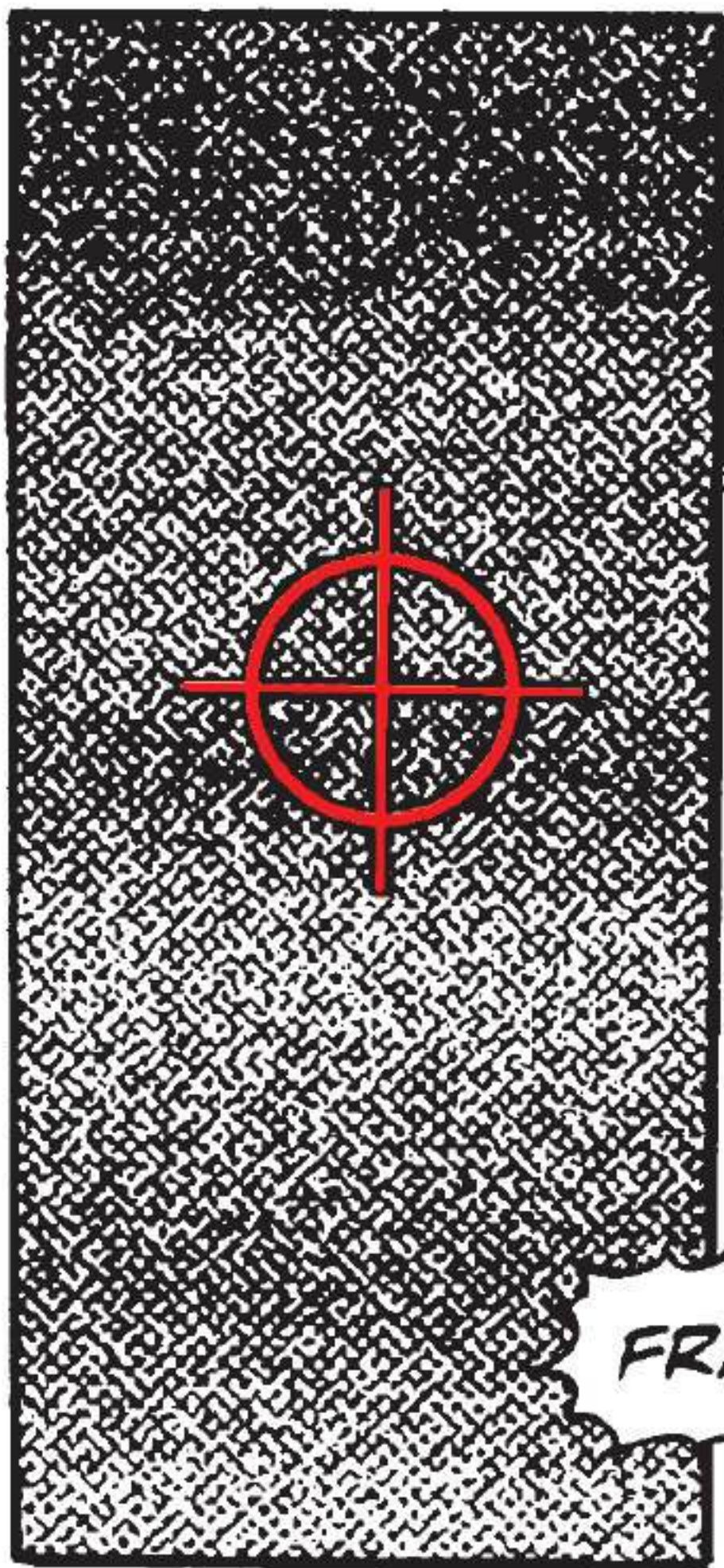


WE CAN SEE PEOPLE AGING, DROPPING DEAD RIGHT BEFORE OUR EYES.

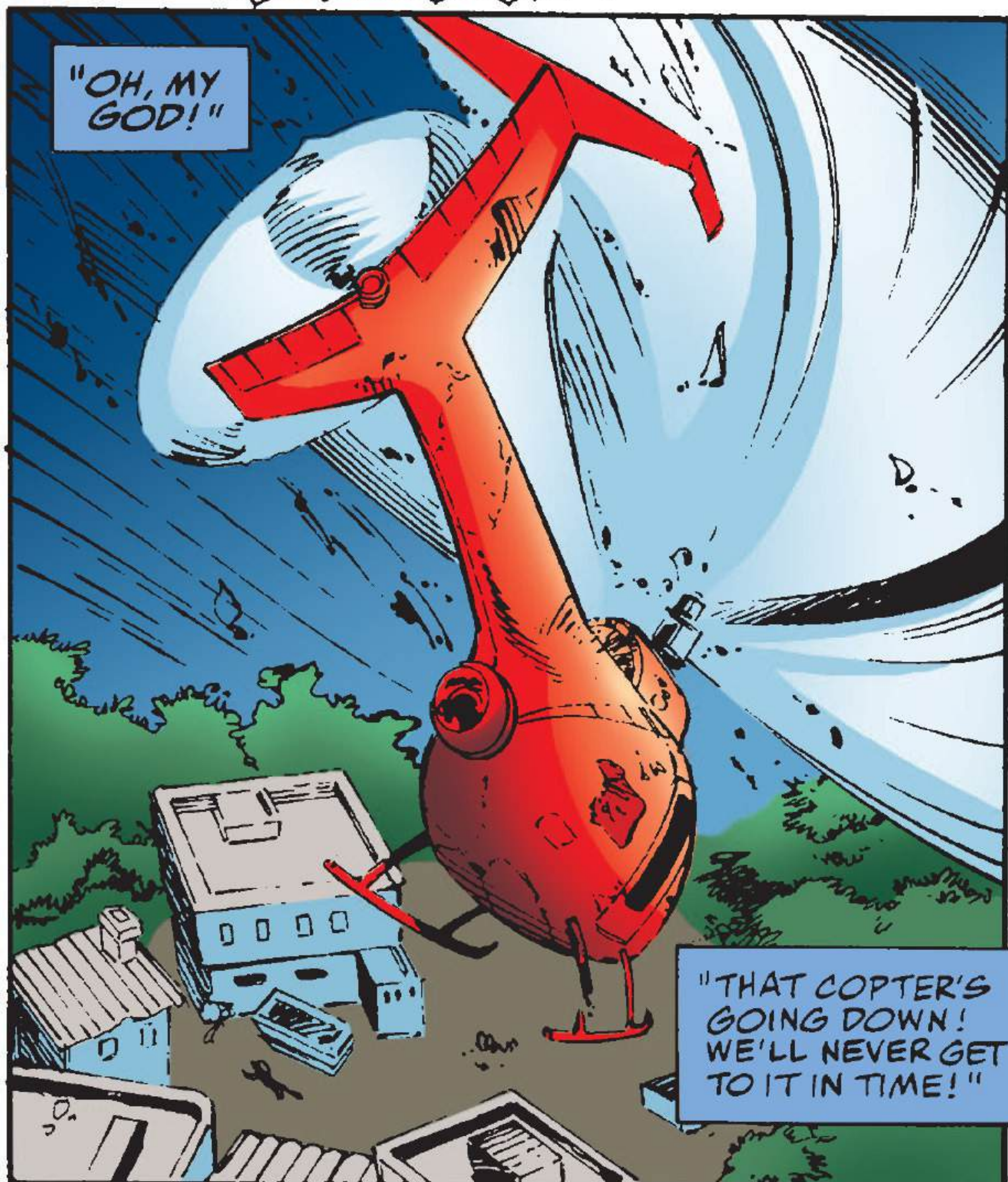
AND NOT :JJJJS!--PPLE-- :SKRSSH: BUT ALSO-- :SSKRRRSSSSH:



FRANK, WE SEEM TO BE EXPERIENCING TRANSMISSION PROBLEMS. CAN YOU REPEAT THAT, PLEASE?

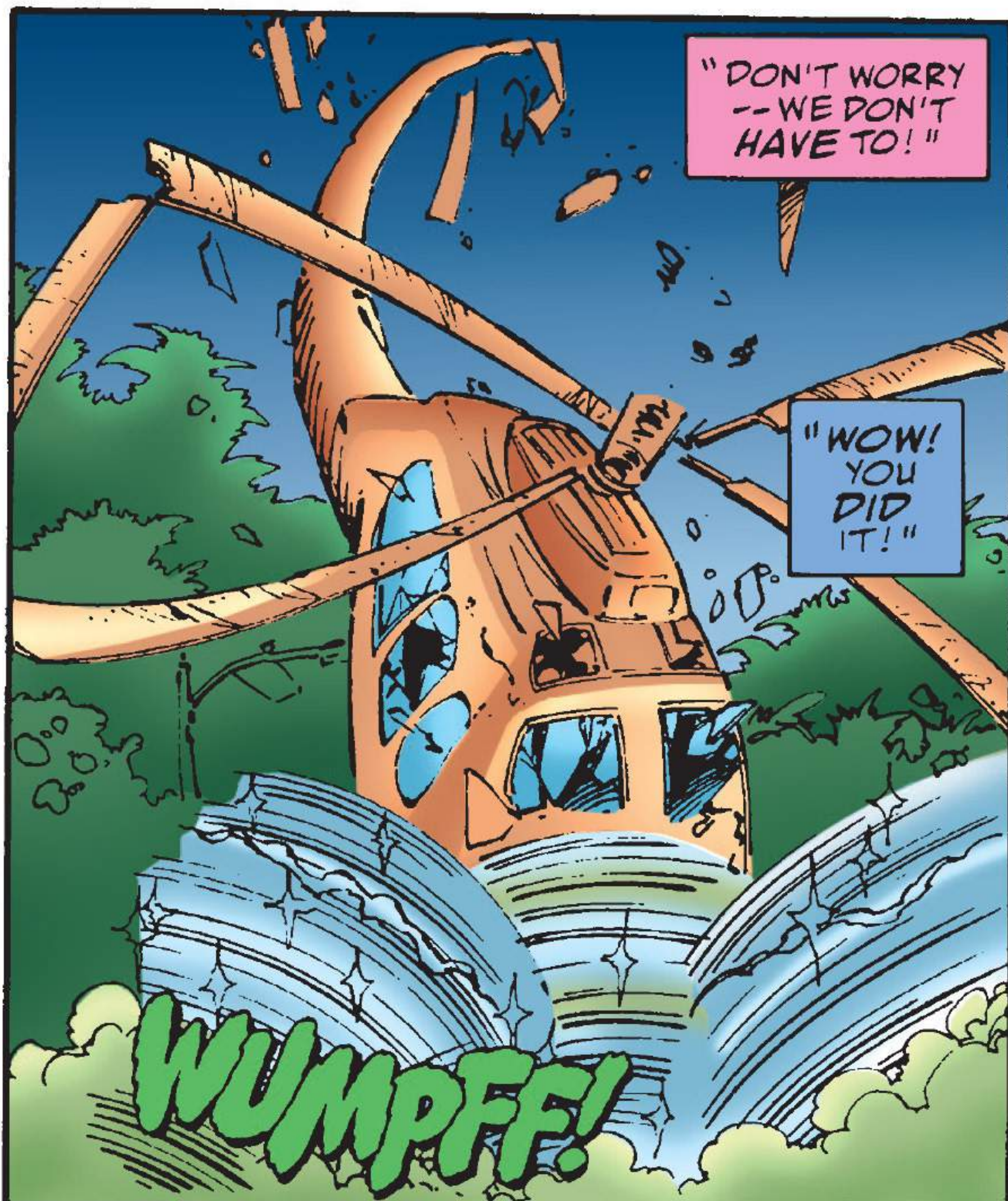


FRANK?



"OH, MY GOD!"

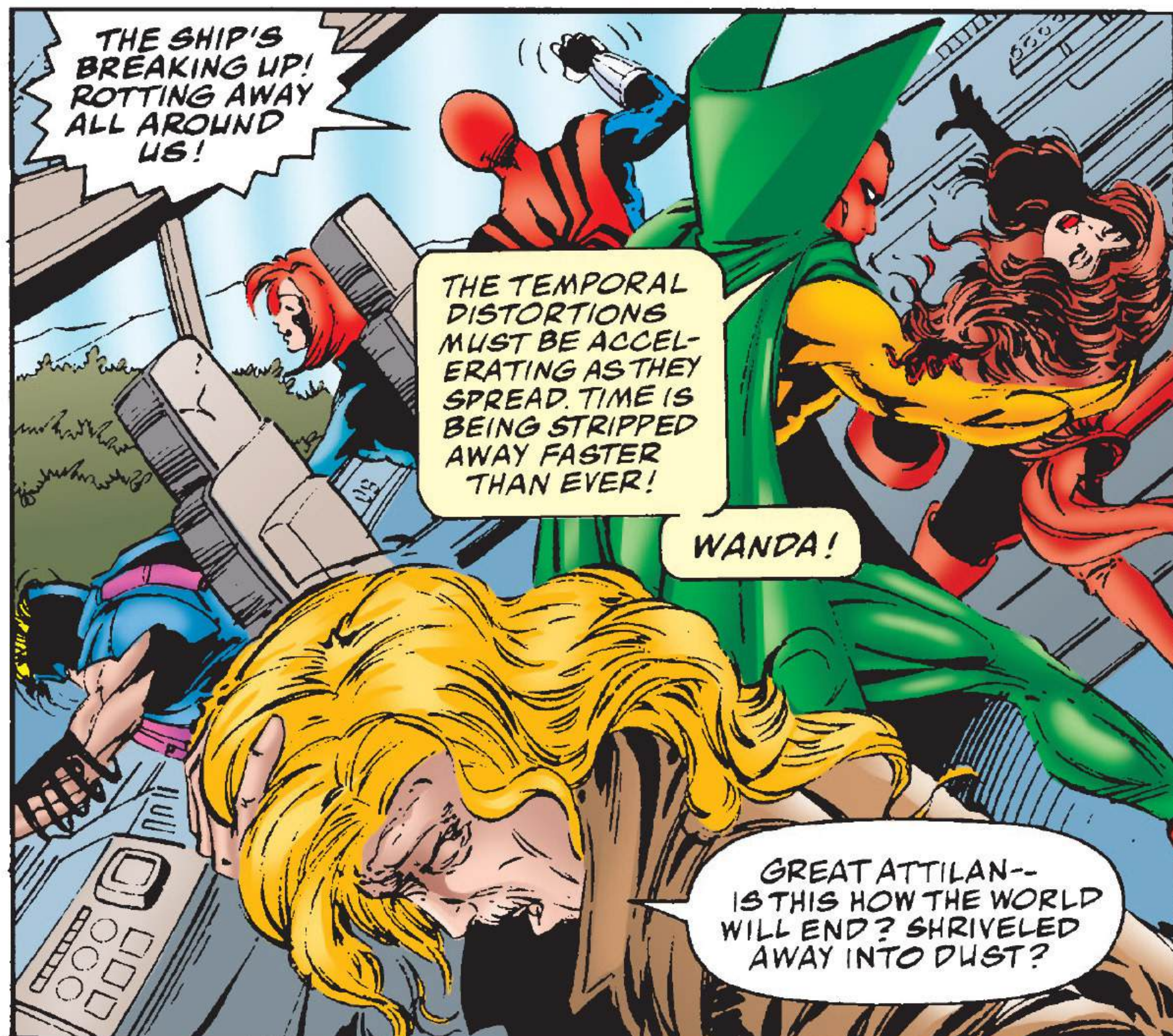
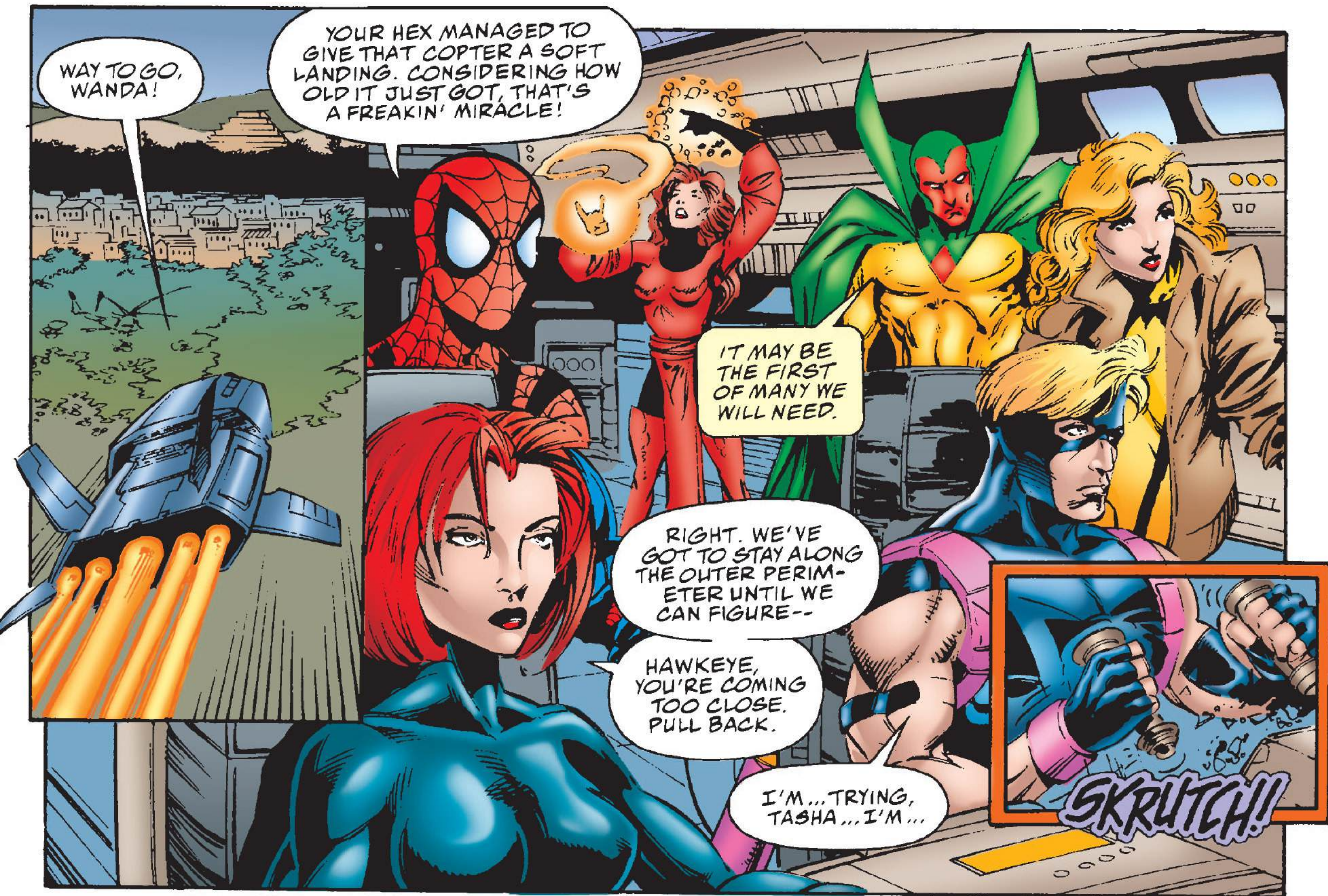
"THAT COPTER'S GOING DOWN! WE'LL NEVER GET TO IT IN TIME!"



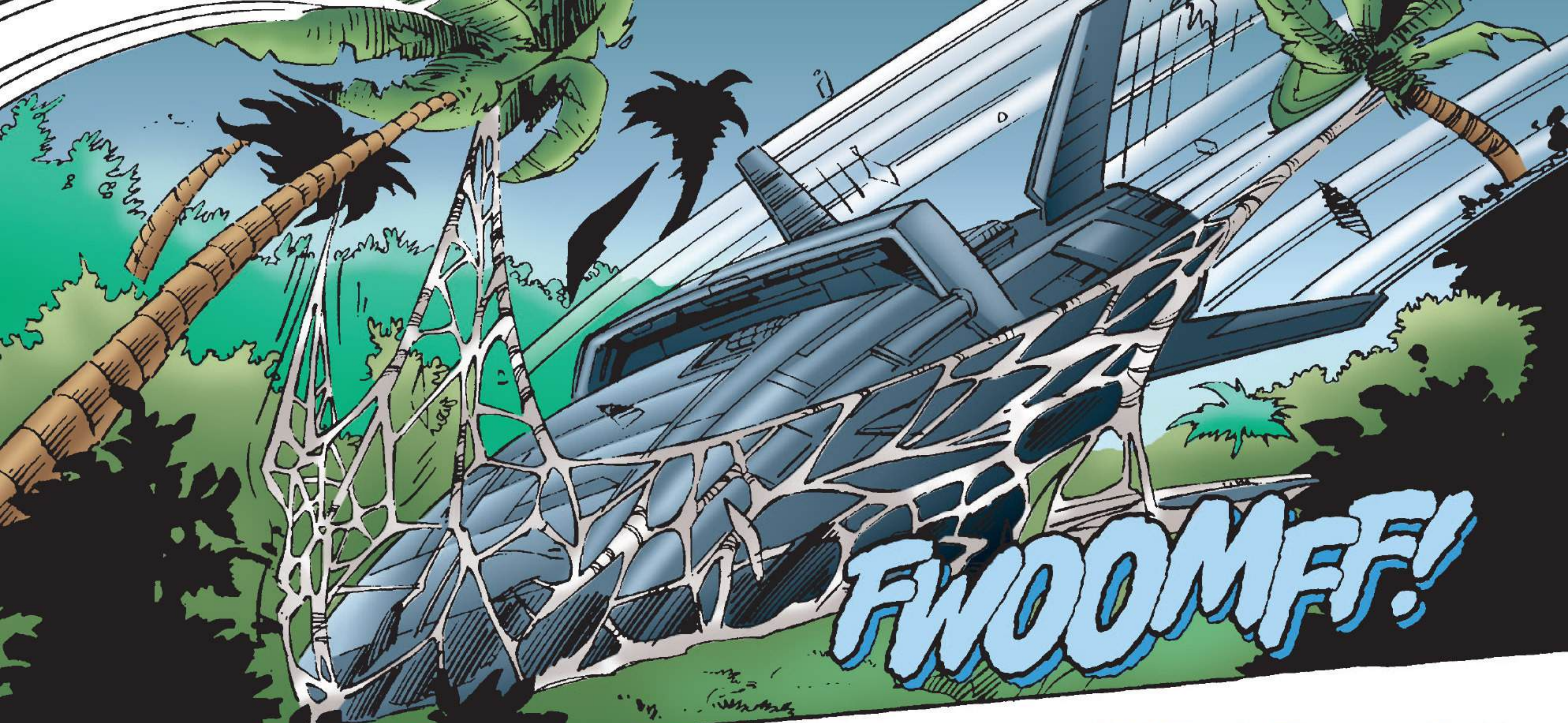
"DON'T WORRY -- WE DON'T HAVE TO!"

"WOW! YOU DID IT!"

WUMPF!



HANG IN THERE, AVENGERS! THIS IS A MILLION-TO-ONE SHOT!



WHOA-- EXCELLENT! IT ACTUALLY WORKED!

EVERYBODY OKAY IN HERE?

YES. THANKS TO YOU.

ENVELOPING THE OTHERS WITH WEBBING MAY VERY WELL HAVE SAVED THEIR LIVES.

YEAH, WELL, I DIDN'T FIGURE WE COULD COUNT ON THE AIRBAGS WORKING, EITHER.

BUT IT LOOKS AS THOUGH THE AGING DID ITS NUMBER ON THE OTHERS.

GUESS YOUR ANDROID BODY'S GOT A PRETTY LONG SHELF LIFE, HUH?

CRYSTAL?! WOW-- YOU'RE GETTING AROUND PRETTY GOOD FOR A CENTENARIAN.

ONLY BECAUSE WE INHUMANS HAVE PARTICULARLY LONG LIFESPANS. WHAT ABOUT YOU? YOUR VOICE SEEMS HUSKIER, BUT OTHERWISE--

BEEN WONDERING THAT MYSELF, CRYSTAL. MY HUNCH IS, IT HAS SOMETHING TO DO WITH THE ROBOT'S REFUSAL TO EVEN ACCEPT MY EXISTENCE!

HE ACTUALLY THINKS HE'S THE REAL SPIDEY!

I REALIZED IT DURING MY TIME-TRIPPING! I WAS EXPERIENCING THE ROBOT'S MEMORIES OF HIS BATTLE WITH THE AVENGERS-- RIGHT BEFORE HE ENCOUNTERED THE REAL ME!

I BELIEVE THE ONLY FULL ANSWER LIES IN THE TEMPLE.

I'M WITH YA, VIZH!

CRYSTAL, MAYBE YOU SHOULD STAY BEHIND--!

NOT ON YOUR LIFE--

"--PIETRO'S STILL IN THAT TEMPLE!

"HIS METABOLISM HAS SAFEGUARDS TO COUNTERACT HIS BODY'S AGING WHEN HE ACCELERATES, BUT I DON'T KNOW HOW LONG THAT'S GOING TO PROTECT HIM IN THERE!"

WHOA--WHAT A RUSH! ALL THAT POWER COURSEING THROUGH THE WEB! EVERYTHING HOLDING THE PRESENT TOGETHER'S BREAKING DOWN AROUND US!

TIME! ALL THE TIME WE WANT! ALL THE TIME WE CAN EVER NEED! TIME! TIME! TIME ENOUGH AT LAST!

OOPS--GOT CARRIED AWAY FOR A MINUTE THERE! IT'S JUST THAT I'VE WORKED SO HARD FOR THIS MOMENT!

"AFTER ALL, IT IS WHAT YOU WOKE ME UP FOR, RIGHT?"

"MAN, I MUST'VE BEEN SLEEPING IN THAT MEXICAN JUNGLE FOR AGES!"

"BUT THEN THE ALARM CLOCK RANG--AND I WAS AWAKE! MORE AWAKE THAN I CAN EVER REMEMBER!"

"I CAN'T EVEN REMEMBER DREAMING. IT'S LIKE I WAS DEAD TO THE WORLD!"

"I WAS SPIDER-MAN--AND I HAD A JOB TO DO!"

AND NOW, IT'S JUST ABOUT DONE! ALL THAT'S LEFT NOW IS TO PUNCH IN THE FINAL PROGRAM--SO THAT ALL THE CENTURIES AHEAD CAN CRUMBLE AWAY INTO DUST UNTIL ONLY ONE FUTURE REMAINS! A FUTURE IN WHICH YOU RULE OVER ALL TIME!

WELL--WHAT ARE YOU WAITING FOR?

MASTER? YOU'VE BEEN PRETTY QUIET THROUGHOUT THIS ENTIRE THING. HAVE I DONE SOMETHING WRONG?

HELLO?

KANG?



NO!!

QUICKSILVER?!

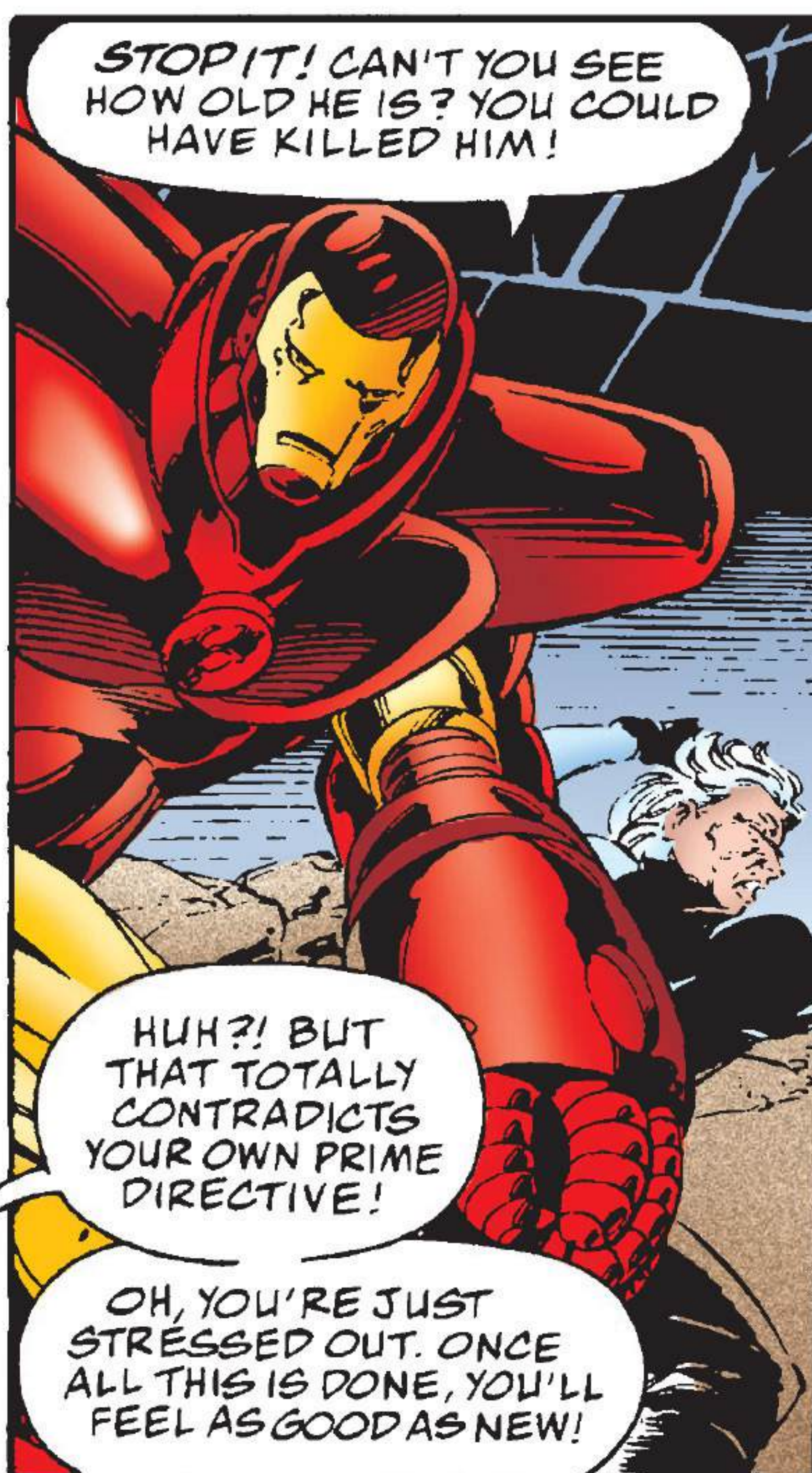
IRON MAN-- YOU CAN'T DO THIS! YOU CAN'T LET KANG DO THIS TO YOU AGAIN! BLAST IT, BOY, ARE YOU CRAZY?!

DON'T-- CALL-- ME-- CRAZY--



GET AWAY FROM THE MASTER!!

AAANNG!



STOP IT! CAN'T YOU SEE HOW OLD HE IS? YOU COULD HAVE KILLED HIM!

HUH?! BUT THAT TOTALLY CONTRADICTS YOUR OWN PRIME DIRECTIVE!

OH, YOU'RE JUST STRESSED OUT. ONCE ALL THIS IS DONE, YOU'LL FEEL AS GOOD AS NEW!



C'MON, MASTER. PIETRO WON'T FEEL A THING. IT'LL ALL BE OVER IN NO TIME AT ALL.

I--I--I DON'T...



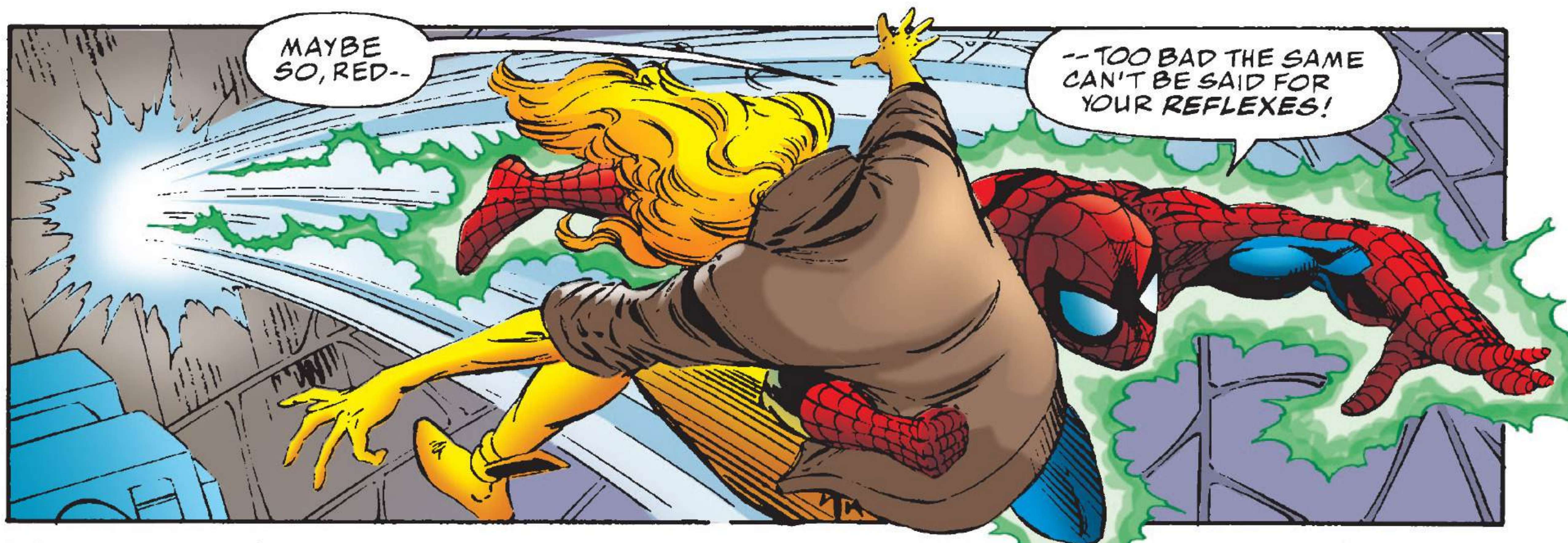
YYEOWWP!!

A TORNADO-- IN HERE?!



KEEP YOUR HANDS AWAY FROM MY HUSBAND, ROBOT, OR I'LL BLOW YOU CLEAR TO KINGDOM COME!

UNLIKE HUMANS, AN INHUMAN'S POWER ACTUALLY INTENSIFIES WITH AGE!

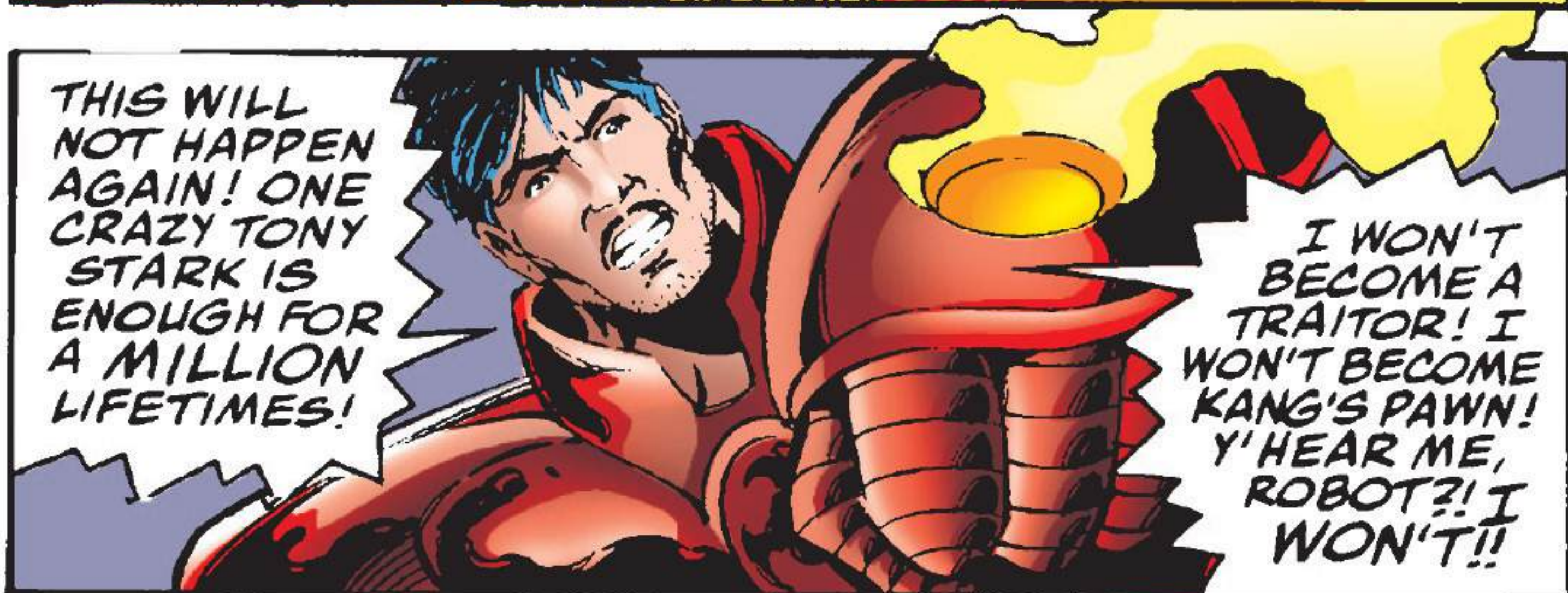


MAYBE
SO, RED--

--TOO BAD THE SAME
CAN'T BE SAID FOR
YOUR REFLEXES!



NIGHTY-
NIGHT,
GRANDMA--



THIS WILL
NOT HAPPEN
AGAIN! ONE
CRAZY TONY
STARK IS
ENOUGH FOR
A MILLION
LIFETIMES!

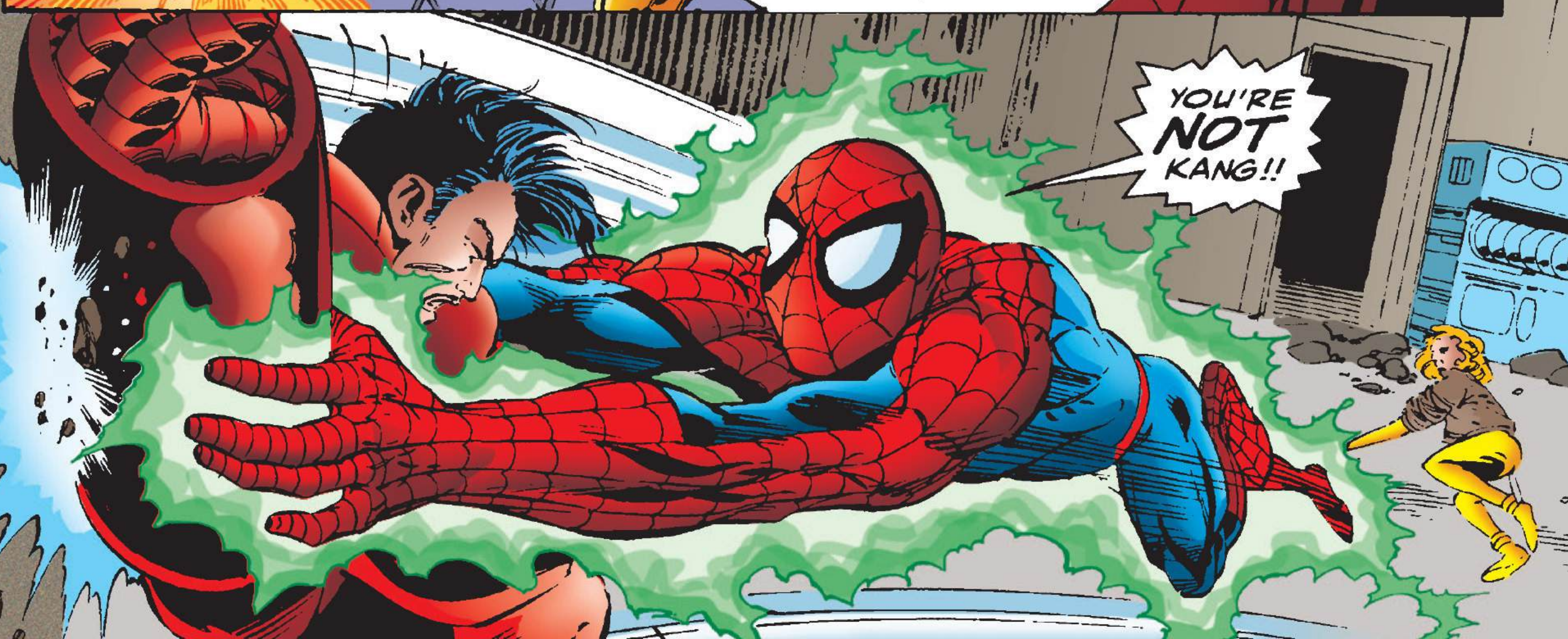
I WON'T
BECOME A
TRAITOR! I
WON'T BECOME
KANG'S PAWN!
Y'HEAR ME,
ROBOT?! I
WON'T!!



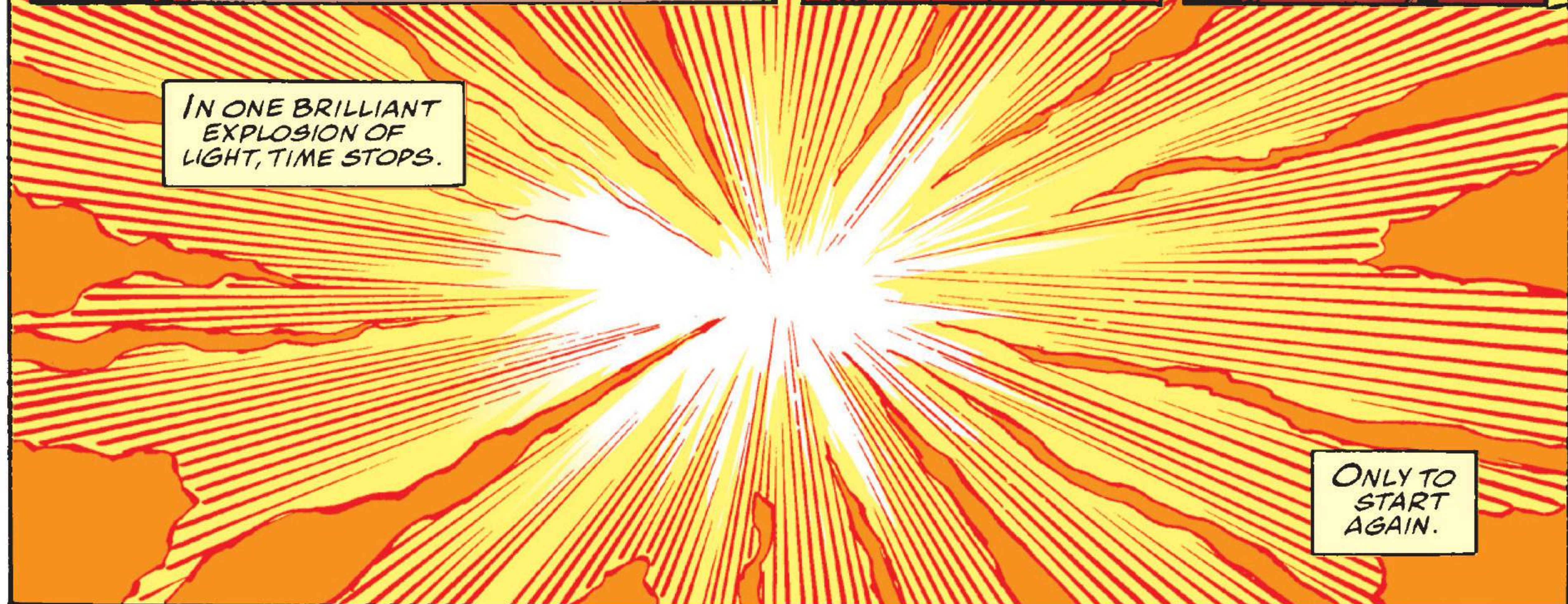
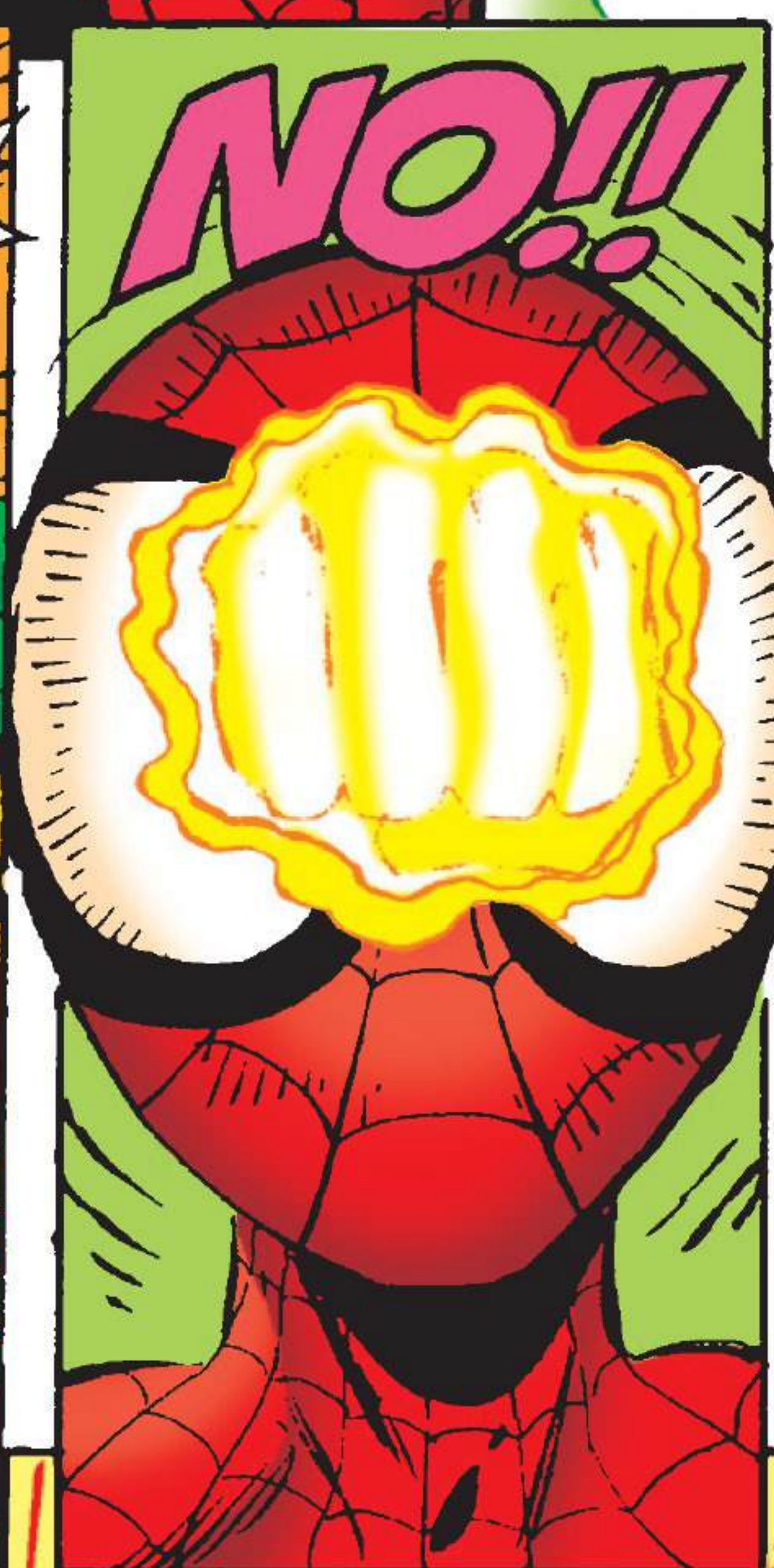
I WON'T!!

I CAN'T BELIEVE
IT! HOW COULD I
HAVE BEEN SO
BLIND?

ALL THOSE TEMPORAL
SENSATIONS--THE LINK
BETWEEN US--ALL A TRICK
--A DIRTY, ROTTEN, STINKING
TRICK!



YOU'RE
NOT
KANG!!



Epilogue:

THE TEMPLE OF TIROD--ONCE UPON A TIME--AGAIN...

THIS IS SO COOL!

HEY, BABE, I PROMISED YOU SOME EXCITEMENT ON THIS HONEYMOON, DIDN'T I?

YEP. HIGH-SPEED FILM ALL WOUND IN.

CHECK OUT ALL THOSE CARVINGS! THE GUYS BACK HOME ARE GONNA BE GREEN WITH ENVY! CAMERA LOADED?

WHAT WAS THAT?

TEDDY, I HEARD SOMETHING! IT WAS COMING FROM OVER THERE!

PROBABLY JUST SOME ANIMAL OR INSECT OR SOMETHIN'...

WHOA! BIG SUCKER, AIN'T HE?

SEE? I TOLD YOU THERE WAS NOTHING TO BE SCARED OF.

OH, YEAH? HE SURE LOOKS PLENTY SCARY ENOUGH TO ME!

STILL, I GUESS IT COULD'VE BEEN A WHOLE LOT WORSE!

YOU GOT THAT RIGHT!

MANHATTAN.
ABOVE AVENGERS
MANSION--ONCE
UPON A SOME-
TIME LATER...

THE MORTAL NAMED
THOR HURTTLES UPWARD
TOWARD HEAVEN. OFTEN
HE HAS LAMENTED THE
LOSS OF HIS
GODHOOD--BUT
NOT TODAY.

TODAY HE FEELS HIS HEART
SOARING! IMMORTAL OR
NOT, HOW WONDERFUL IT IS
TO BE FREE!

WHILE INSIDE THE MANSION,
A PATRIOT RELIVES TIME
PASTED IN THE PAGES OF A
SCRAPBOOK.

AND HE, TOO,
IS GRATEFUL
JUST TO BE FREE.

WHILE FOR JANET VAN
DYNE, FREEDOM IS
ONLY AN ILLUSION--
AND FLIGHT SOME-
TIMES A SORRY COM-
PENSATION FOR A LIFE
THAT USED TO BE.

AS FOR TWO YOUNG
MEN IN THE AVENGERS'
GARAGE, A GLEAMING
RED CHASSIS OVER
CHROME-CAPPED RUBBER
IS COMPENSATION
ENOUGH FOR ANYTHING.

WOW!
IT'S JUST
LIKE I REMEM-
BER IT!

YEAH-- I PROMISED
MY FRIEND KRIS I'D TAKE
HER FOR A SPIN.

HARD TO BELIEVE
THE FIRST TIME YOU
SAW ME DRIVING THIS,
I WAS OLDER THAN
YOU!



WHO WOULD'VE THOUGHT YOUR BEING BROUGHT TO THIS TIME--THE SAME TIME THE ROBOT WAS REACTIVATED-- WOULD LEAVE YOU WITH VESTIGIAL TEMPORAL READINGS THAT IT MISREAD AS KANG'S?

THANKFULLY, NO ONE BUT US SEEMS TO REMEMBER WHAT HAPPENED. WITH THE ROBOT DESTROYED, EVERYTHING'S BACK TO THE WAY IT WAS. ALL THE TIMES I WOKE UP IN A COLD SWEAT AFTER DREAMING OF KANG DOING TO ME WHAT HE DID TO THE OTHER TONY STARK--THE ONE WHO ACTUALLY BELONGS IN THIS TIME...!

THE MOMENT THAT ROBOT AGED ME--I FELT ALL THE NIGHTMARES COMING TRUE.

YEAH, BUT YOU BEAT IT! WHATEVER'S GONNA HAPPEN TO YOU IN THE NEXT TEN YEARS, YOU'RE NOT GOING TO END UP LIKE THE OTHER, OLDER YOU. OR SOMETHING LIKE THAT.

YOU'VE GOT ONE BIG ADVANTAGE THE OTHER STARK DIDN'T HAVE--**KNOWLEDGE**. YOU KNOW WHAT THE WARNING SIGNS ARE-- AND YOU CAN ACT UPON THEM.

YEAH--LIKE MAKING SURE I DON'T ACT LIKE SUCH A JERK WITH PEPPER POTTS AGAIN!

STARK! CAN'T YOU TELL TIME?! YOUR TRAINING SESSION WAS SUPPOSED TO START FIFTEEN MINUTES AGO!

I ALSO REALIZED THAT STARK HAD ONE OTHER ADVANTAGE OVER ME--**EXPERIENCE**.

AND THAT'S WHERE THE AVENGERS COME IN.

I'LL NEVER TAKE THAT FOR GRANTED AGAIN.

MY PAST AND MY FUTURE--WORKING SIDE-BY-SIDE WITH MY PRESENT.

GET YOUR REAR INSIDE YOUR TIN CAN AND MOVE IT!

YESSIR, HAWKEYE-- I'LL BE RIGHT THERE!

BLOWS THE MIND, DOESN'T IT?

YEP...

"...BLOWS THE MIND!"

MARVEL
COMICS



SPIDER-MAN

SEPT '96

8

APPROVED
BY THE
COMICS
CODE
AUTHORITY

THE SENSATIONAL SPIDER-MAN

THE LOOTER:
ARMED TO
THE TEETH!



SPIDER-MAN:
WISHING HE'D
STAYED IN BED!

BEHOLD, A TYPICAL
SUMMER'S MORN --

-- AS A PASSEL OF PEDESTRIANS
PAUSES TO PEER UP AT A SIGHT THAT
HAS BECOME COMMONPLACE ABOVE
THESE METROPOLITAN STREETS.

THE SENSATIONAL --

SPIDER-MAN!
YO, DUDE!

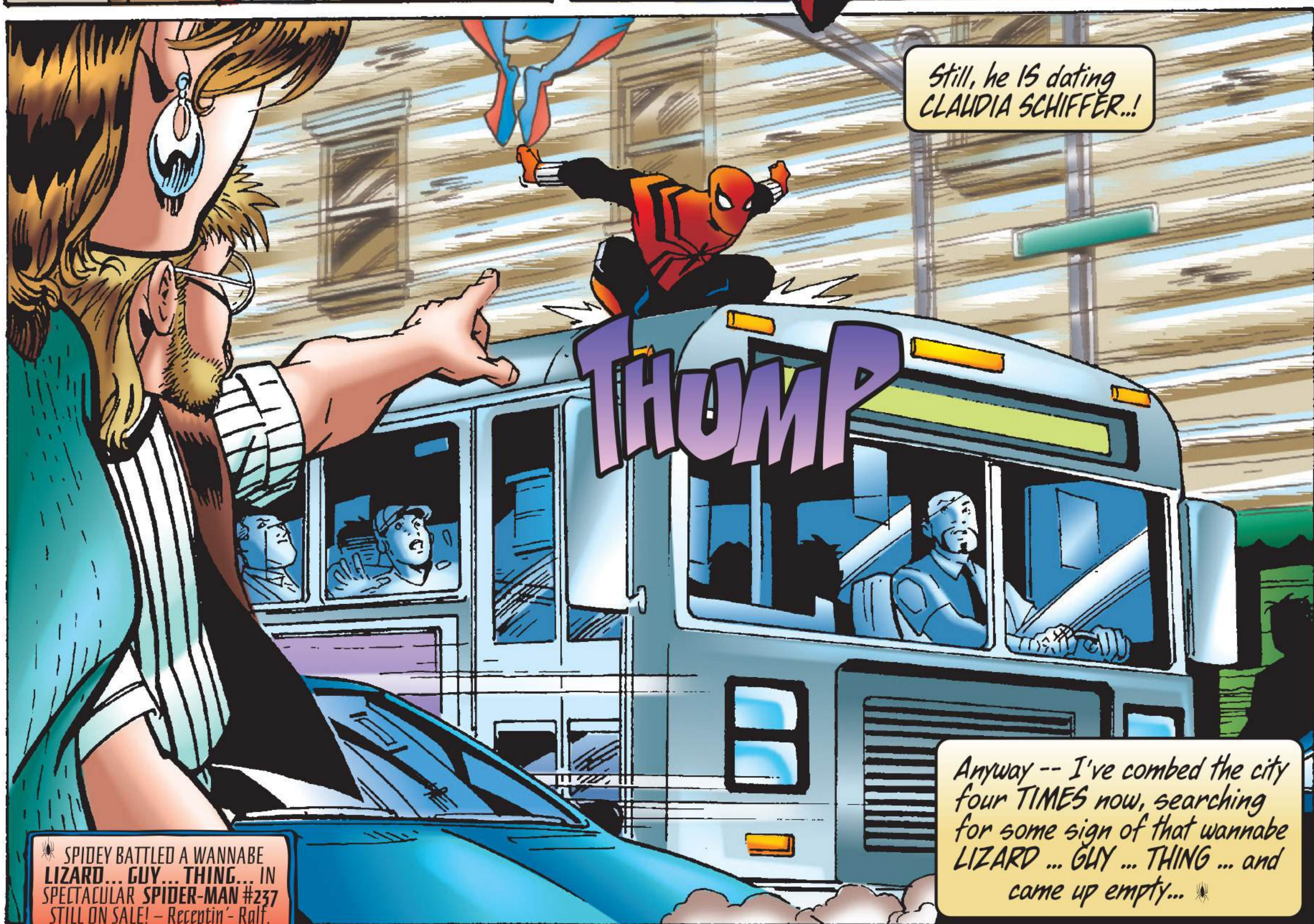


That's me...



...and on a beautiful day like today, there's NO ONE I'd rather be! EXCEPT MAYBE...

NAH! Then I'd have to do those STUPID MAGIC TRICKS like making the Statue of Liberty disappear..!

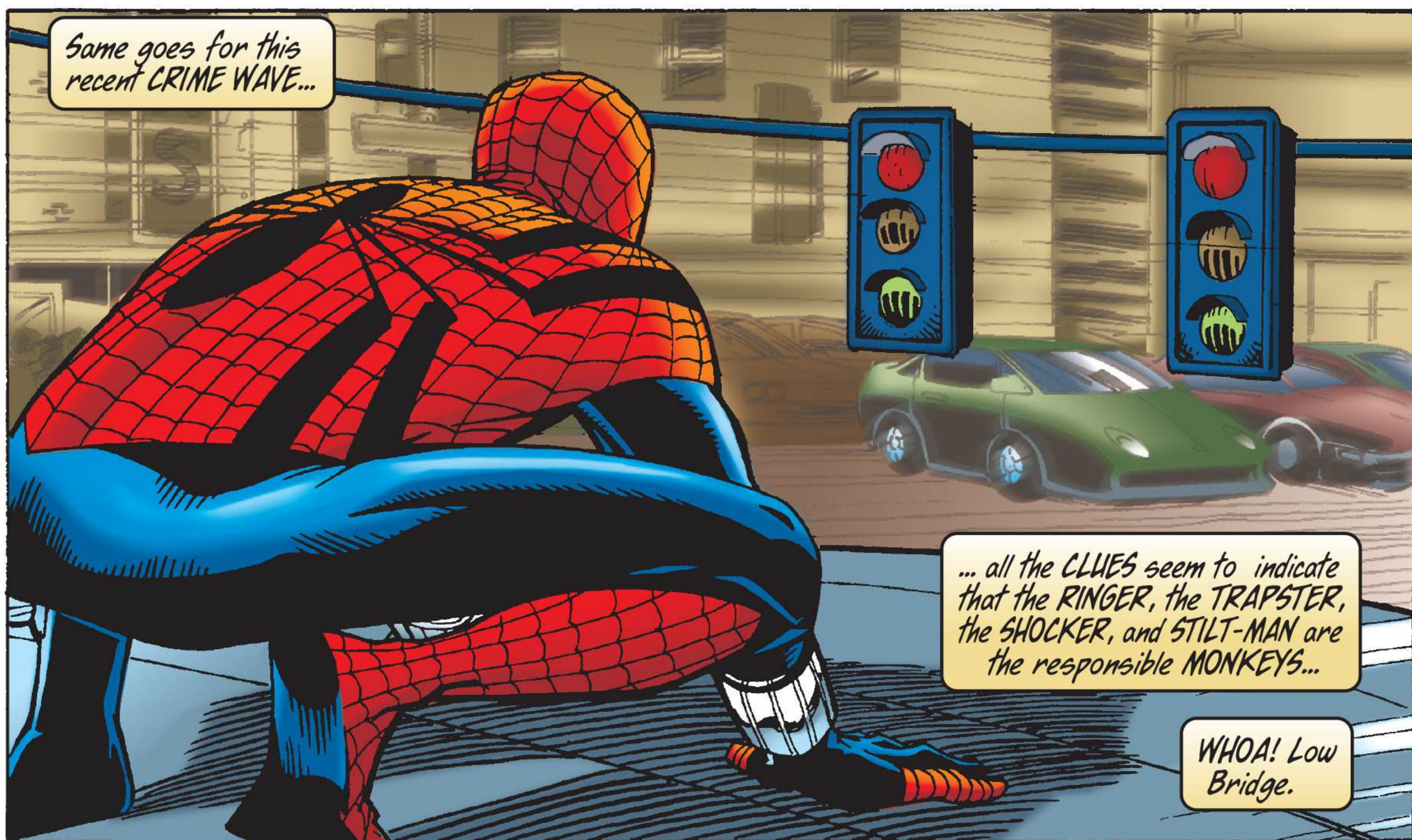


Still, he IS dating CLAUDIA SCHIFFER..!

THUMP

Anyway -- I've combed the city four TIMES now, searching for some sign of that wannabe LIZARD ... GUY ... THING ... and came up empty...

SPIDEY BATTLED A WANNABE LIZARD... GUY... THING... IN SPECTACULAR SPIDER-MAN #237 STILL ON SALE! - Receptin'- Ralf.



Same goes for this recent CRIME WAVE...

... all the CLUES seem to indicate that the RINGER, the TRAPSTER, the SHOCKER, and STILT-MAN are the responsible MONKEYS...

WHOA! Low Bridge.



... but something about that just doesn't FEEL right...

I mean, why the "HIT-AND-RUN" crimes...?

Each of these guys LOVES the spotlight. Where's the MULTIPLE robberies... the customary CRIME SPREE...?!

UNLESS...

...unless it IS a crime spree... set up to FRAME the others... pulled off by just ONE GUY!

But if THAT'S the case...

...then WHO?!

Stan Lee
Presents

THE SENSATIONAL
SPIDER-MAN IN

The USUAL SUSPECTS

Todd Dezago
Script

Richard Starkings &
Comicraft
Letters

Gregory Wright
Colors

Malibu

Enhancement

Ralph Macchio

Editor and

Bob Harras

Chief

Proudly Welcome

the Sensational

New Art Team of

Mike Wieringo &
Richard Case!



MEANWHILE,
AT THAT VERY
MOMENT...

...A MAN KNOWN
TO THE WORLD
AT LARGE ONLY
AS THE LOOTER...

...PAUSES A
MOMENT TO
PONDER HIS
PLUNDER!

Ah,
THIS IS **RICH!**
AND NOW OF
COURSE...

...**SO AM
I!**

AND WHO
BUT I, **NORTON
G. FESTER**, WITH MY
INCREDIBLE **MENTAL
ABILITIES** AND **METEOR-
BORN SUPER-
STRENGTH**, COULD
HAVE DEVISED SUCH
AN **INGENIOUS**
PLAN?

...MILES TO THE NORTH,
ON A CLIFF OVERLOOKING
THE HUDSON RIVER...

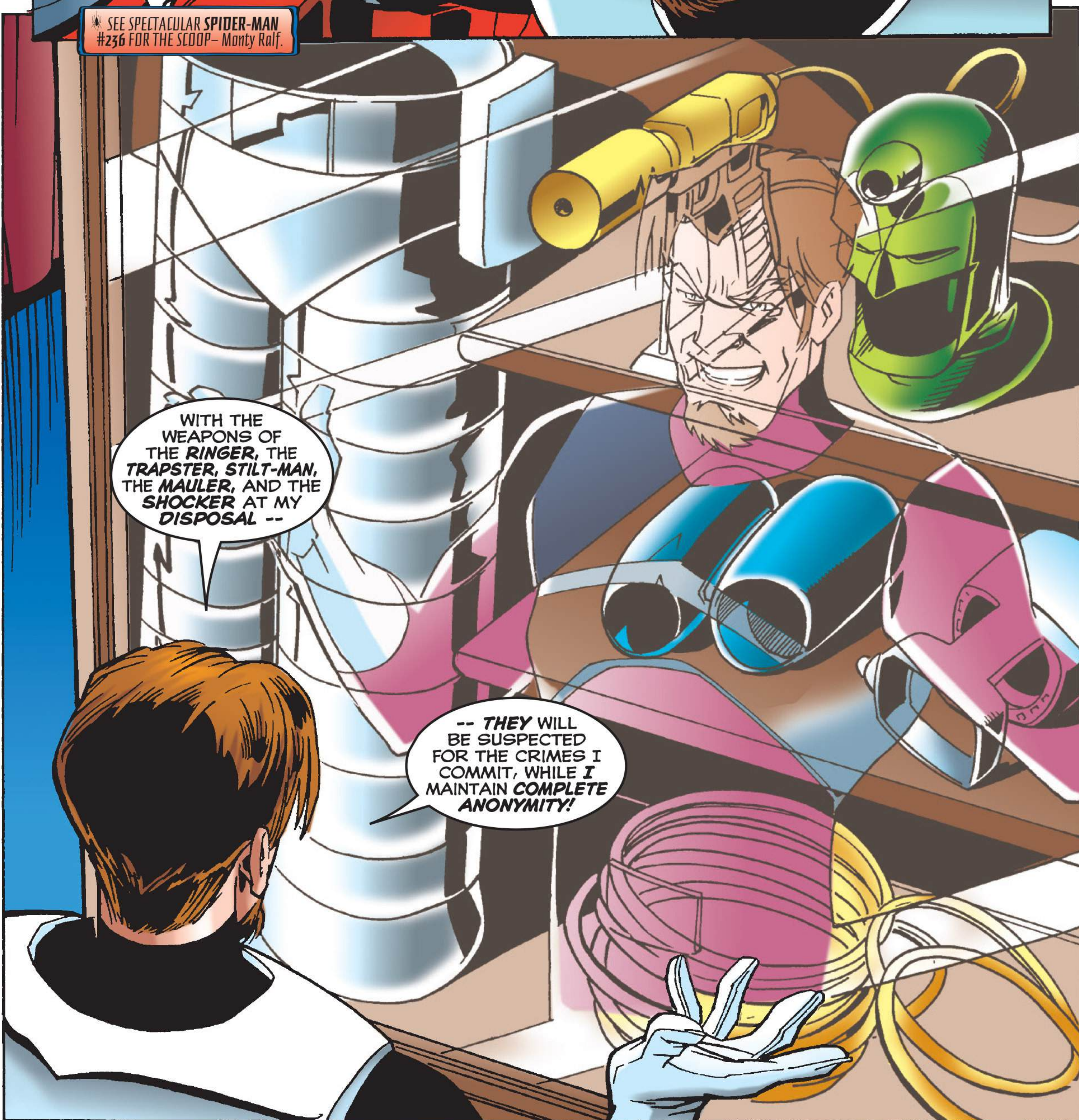
FESTER WAS GIVEN SUPER-STRENGTH WHEN
HE ACCIDENTALLY INHALED FUMES FROM A
METEOR WAY BACK IN **AMAZING SPIDER-MAN**
#36 -- Ancient Ralf.



THAT'S RIGHT, --
AND **WITH** THAT SUPER
STRENGTH I WAS ABLE TO
BREACH THE **UNBREACHABLE**
SECURITY SYSTEMS OF THAT
REPOSITORY FOR SUPER-
VILLAIN WEAPONRY --
THE **IRON ROCK**
FACILITY --

-- AND
LIBERATE THE
WONDERFUL ARRAY
OF **DEVICES** THAT ARE
HERE BEHIND
DOOR #1!!

SEE SPECTACULAR SPIDER-MAN
#236 FOR THE SCOOP-- Monty Ralf.



WITH THE
WEAPONS OF
THE **RINGER**, THE
TRAPSTER, **STILT-MAN**,
THE **MAULER**, AND THE
SHOCKER AT MY
DISPOSAL --

-- **THEY** WILL
BE SUSPECTED
FOR THE CRIMES I
COMMIT, WHILE **I**
MAINTAIN **COMPLETE**
ANONYMITY!



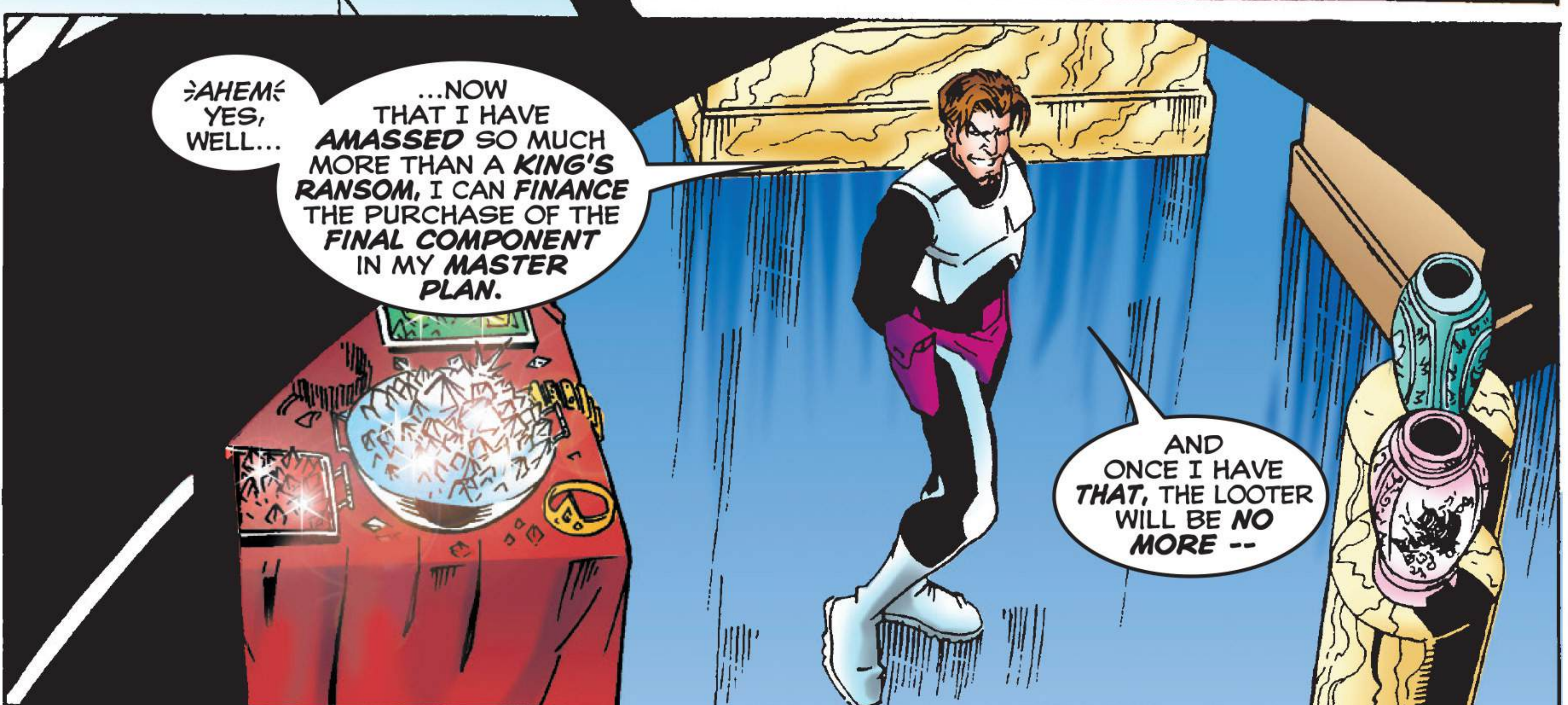
I'VE PERPETRATED THE **PERFECT** CRIME -- I'VE **STOLEN** THEIR **CRIMINAL IDENTITIES**. I'VE **LOOTED** THE **LOOTERS!**

LOOT!
LOOT!
LOOT!



HAHAHAHA!

YOU GUESSED IT, FRIEND! NORTON G. FESTER IS A PART-TIME NUT! -- Full-time nut -- Ralf



AHEM! YES, WELL...

...NOW THAT I HAVE **AMASSED** SO MUCH MORE THAN A **KING'S RANSOM**, I CAN **FINANCE** THE PURCHASE OF THE **FINAL COMPONENT** IN MY **MASTER PLAN**.

AND ONCE I HAVE **THAT**, THE **LOOTER** WILL BE **NO MORE** --



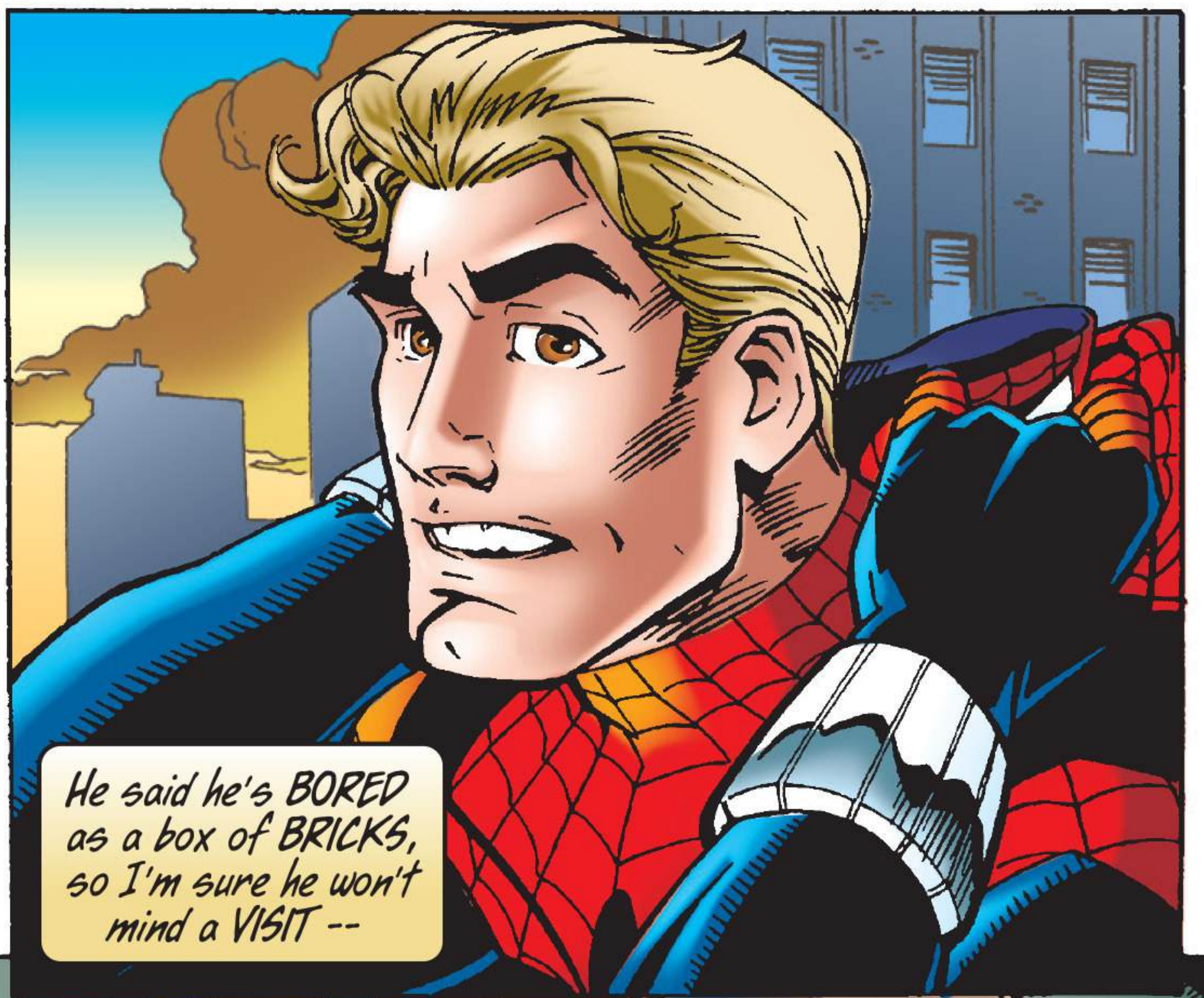
-- AND THE WORLD WILL KNOW **NORTON G. FESTER** AS THE MAN WHO UNLOCKED THE **MYSTERIES OF THE UNIVERSE!**



AND AT THAT VERY MOMENT --

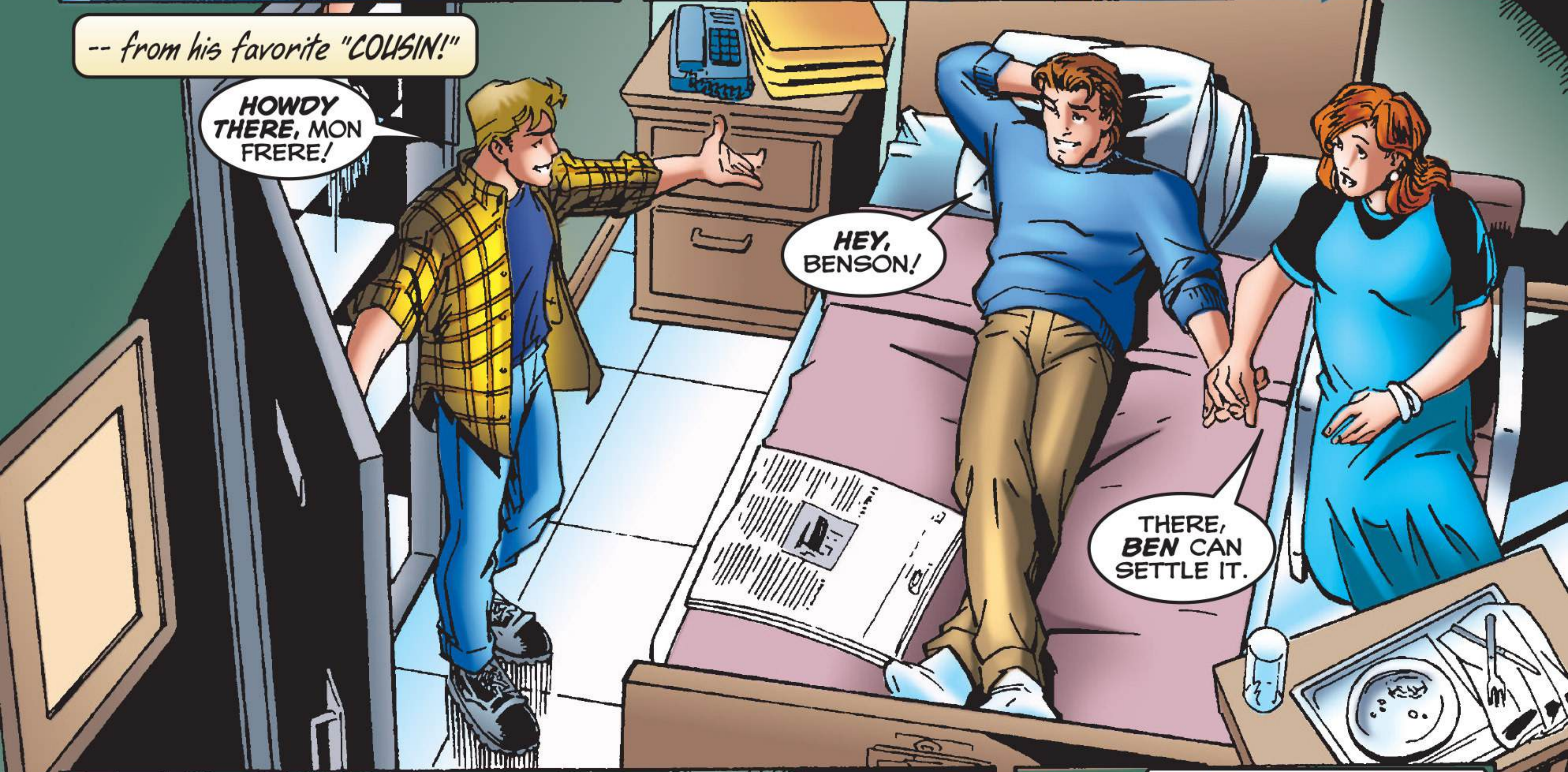
Well, I can worry about that LATER --

-- even though PETE'S back on his FEET, the HOSPITAL won't release him till they've run all their TESTS.



He said he's BORED as a box of BRICKS, so I'm sure he won't mind a VISIT --

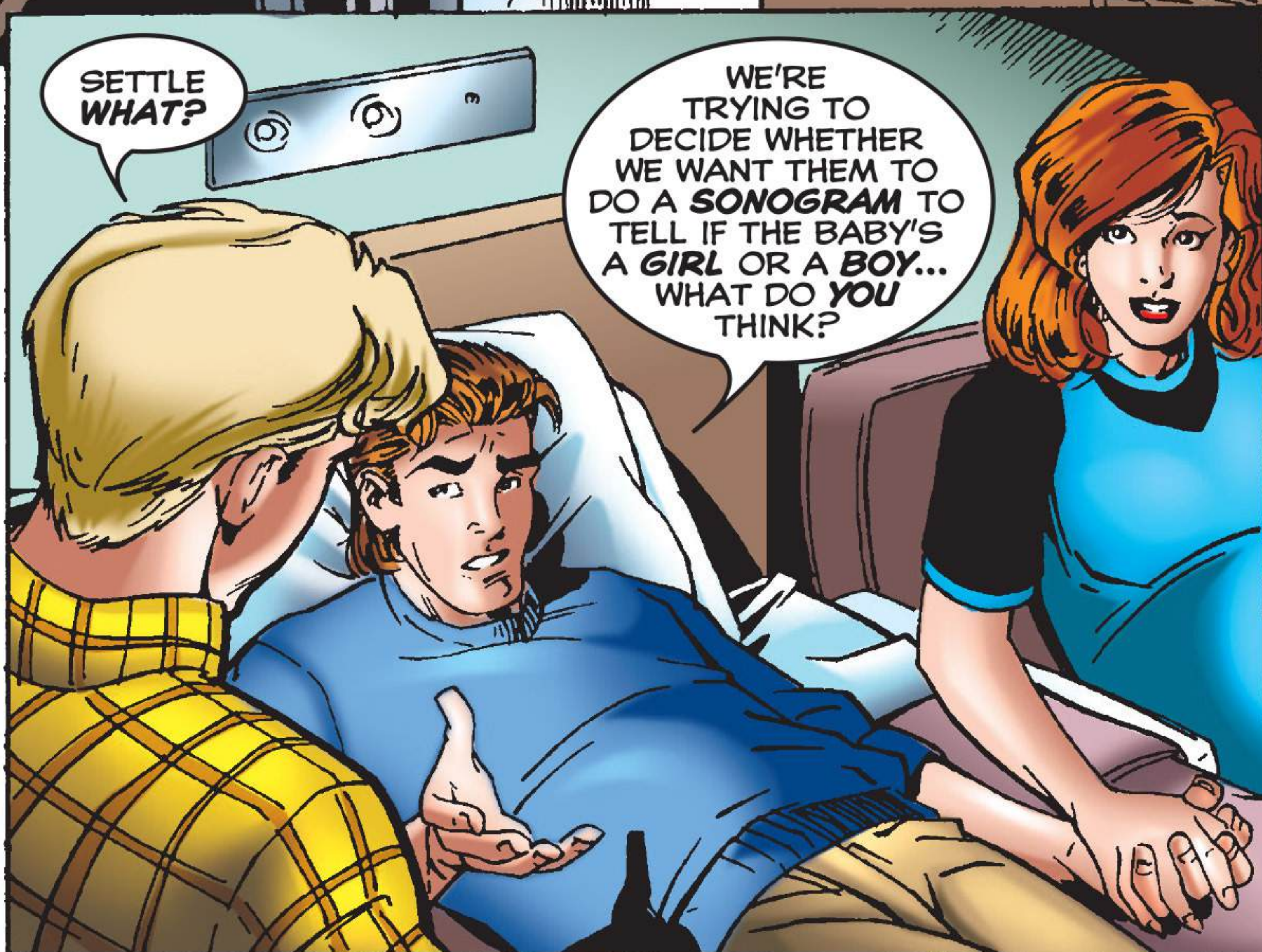
-- from his favorite "COUSIN!"



HOWDY THERE, MON FRERE!

HEY, BENSON!

THERE, BEN CAN SETTLE IT.



SETTLE WHAT?

WE'RE TRYING TO DECIDE WHETHER WE WANT THEM TO DO A SONOGRAM TO TELL IF THE BABY'S A GIRL OR A BOY... WHAT DO YOU THINK?



HEY. BOY OR GIRL, I DON'T CARE. I'M GONNA LOVE THE LITTLE BUGGER EITHER WAY...

GREAT. YOU'RE NO HELP.



WOW. I GUESS THE COPS **DID** PIN THIS GOLD ROBBERY ON STILT-MAN.

YOU SOUND LIKE YOU'RE FROM A DIFFERENT **SCHOOL OF THOUGHT** ON THAT.



WELL, I JUST DON'T **BUY IT**. I MEAN... **ALL** THESE ROBBERIES -- THEY'RE SUPPOSED TO LOOK LIKE A **STRING OF SEPARATE INCIDENTS...**

...BUT NONE OF THESE GUYS CAN **HIT JUST ONE!** WHEN THEY **START**, THEY JUST CAN'T **STOP!**

I THINK THIS IS A **FRAME-UP**.



WHAT DAY DID THAT **ARMORED CAR** GET **ROCKED?**

IF THERE'S ONE THING WE **DO** HAVE AROUND HERE, IT'S **DAILY BUGLES**.



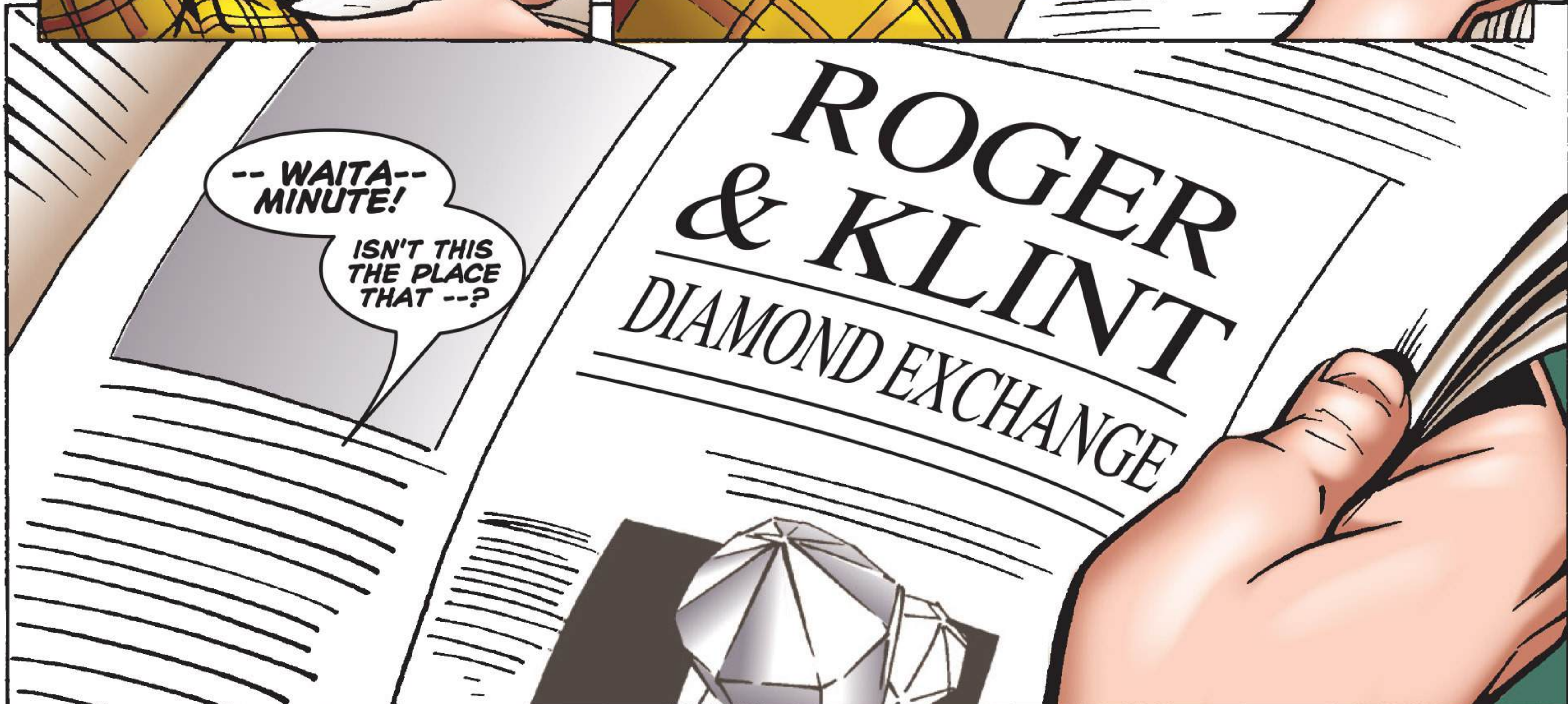
HERE. **TUESDAY**.

THE DAILY BUGLE
NEW YORK'S FINEST DAILY NEWSPAPER
SHOCKING ROBBERY!



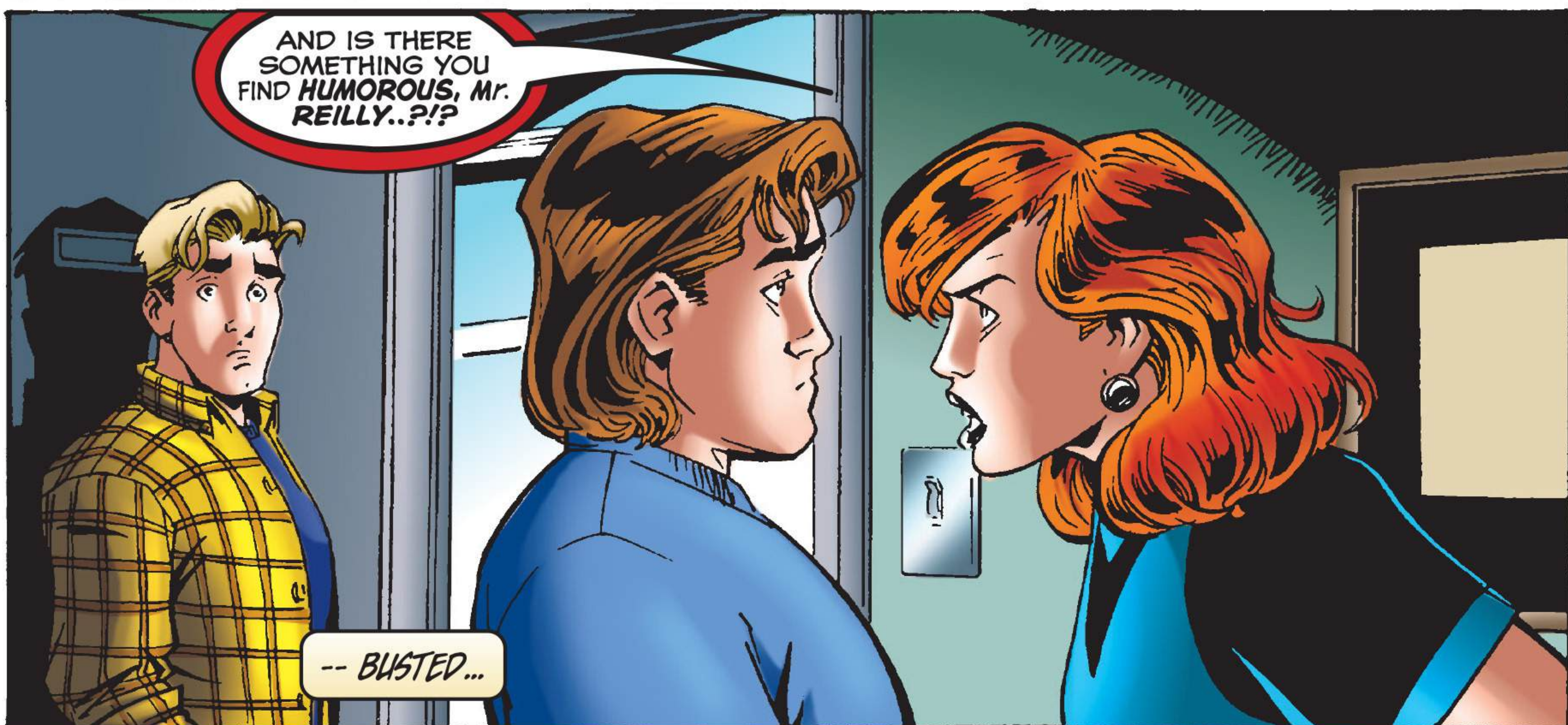
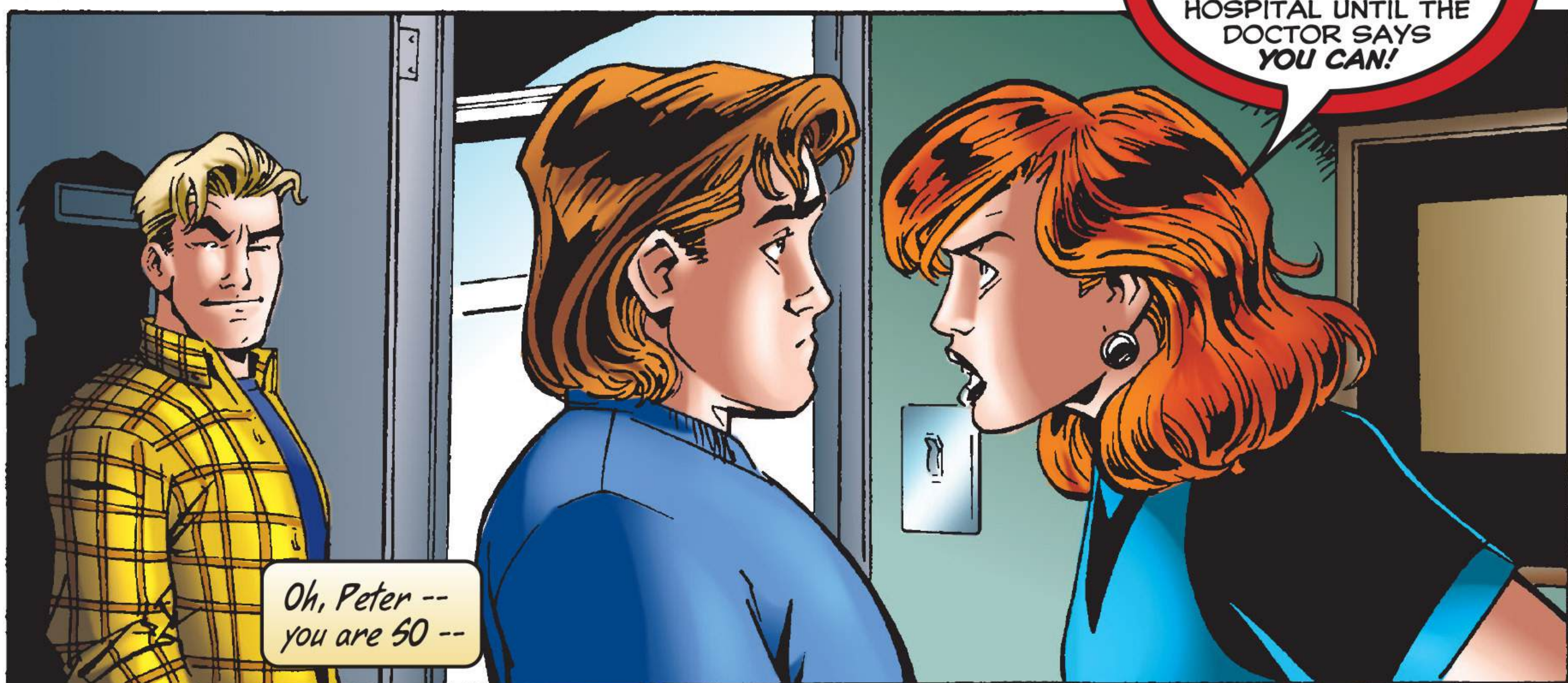
YEAH, **SEE. VIBROBLASTS...** EVERYTHING ABOUT THIS SAYS **SHOCKER**, BUT --

HEY!



-- **WAITA-MINUTE!**

ISN'T THIS THE PLACE THAT --?



THAT EVENING...

There were *SEVERAL* ads in the Bugle for places that might be HIT -- but *THIS* seemed the most likely *TARGET*.

KOYBAYASHI IMPORTS is currently showing a FORTUNE in rare BLACK PEARLS.

And my hunch *MUST* be right, because my SPIDER-SENSE --

BAM!

AND AS THE SWIRLING SMOKE CLEARS --

WHOA!
What--?!

The... UNICORN..?!



And he's making sure that the WITNESSES get a good look at him in ACTION!



UH-OH!



WHAT THE @\$%!
WAS --
YIKES!



'SGONNAHURT
'SGONNAHURT
'SGONNA --

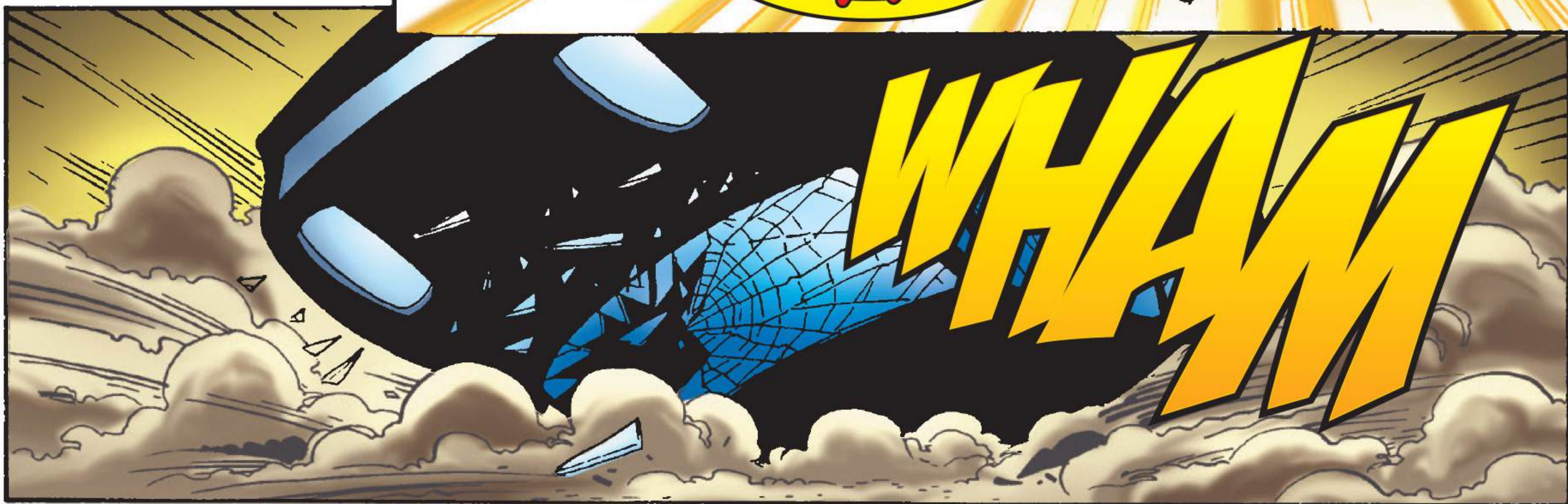


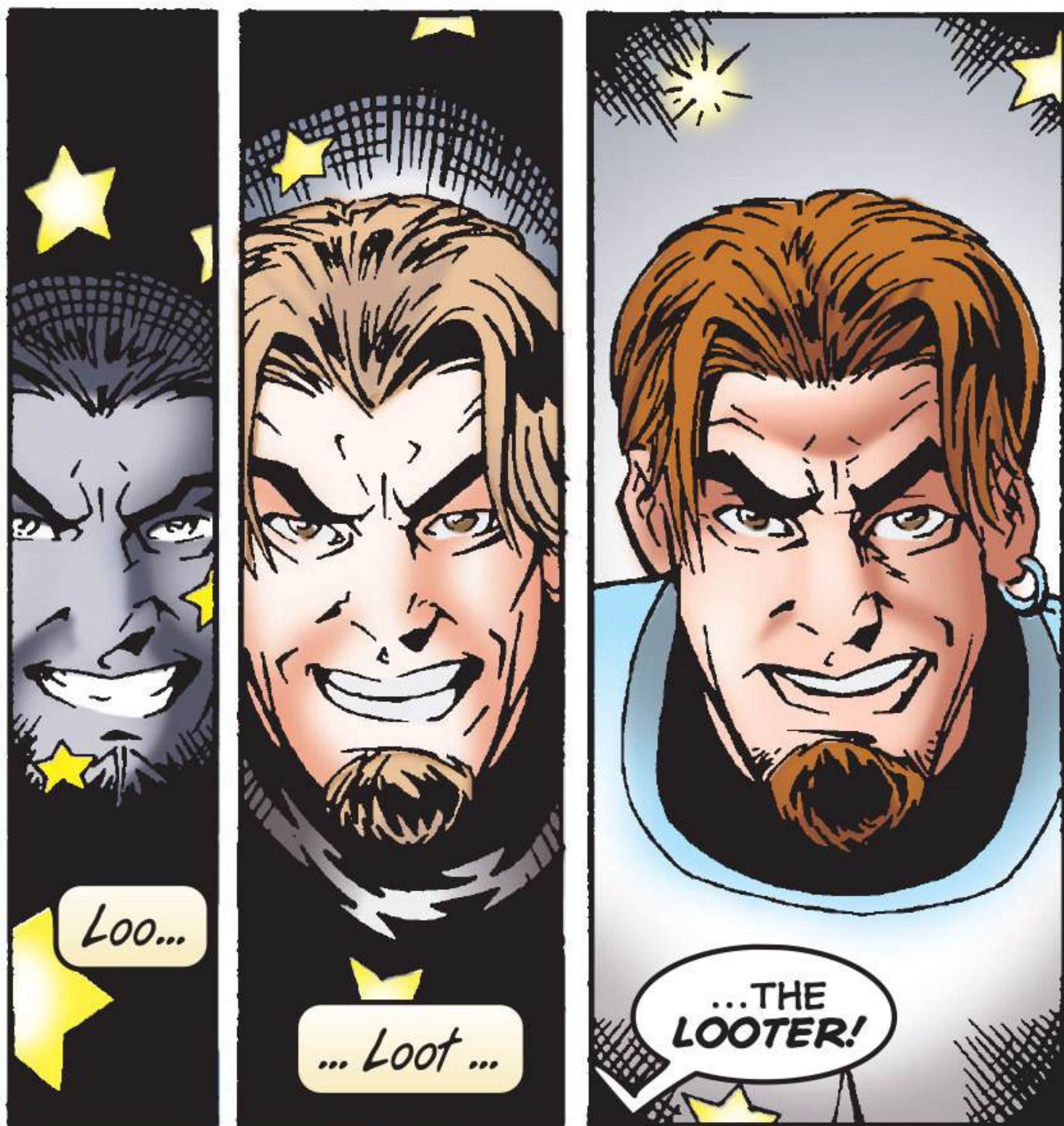
-- Huh?!?



HEY!
PRETZEL
MAN!

IF I WERE
YOU, I'D GET
OUTTA HERE
BEFORE --





YES! YES!
YES! CORRECT
THE FIRST
TIME!

YOU ARE
SOOO
PERCEPTIVE!

WELL, TA
DA! IT'S ME! YOU
MUST BE AWED BY
MY PRESENCE! I'M
SURE YOU'D LIKE
TO APPLAUD --



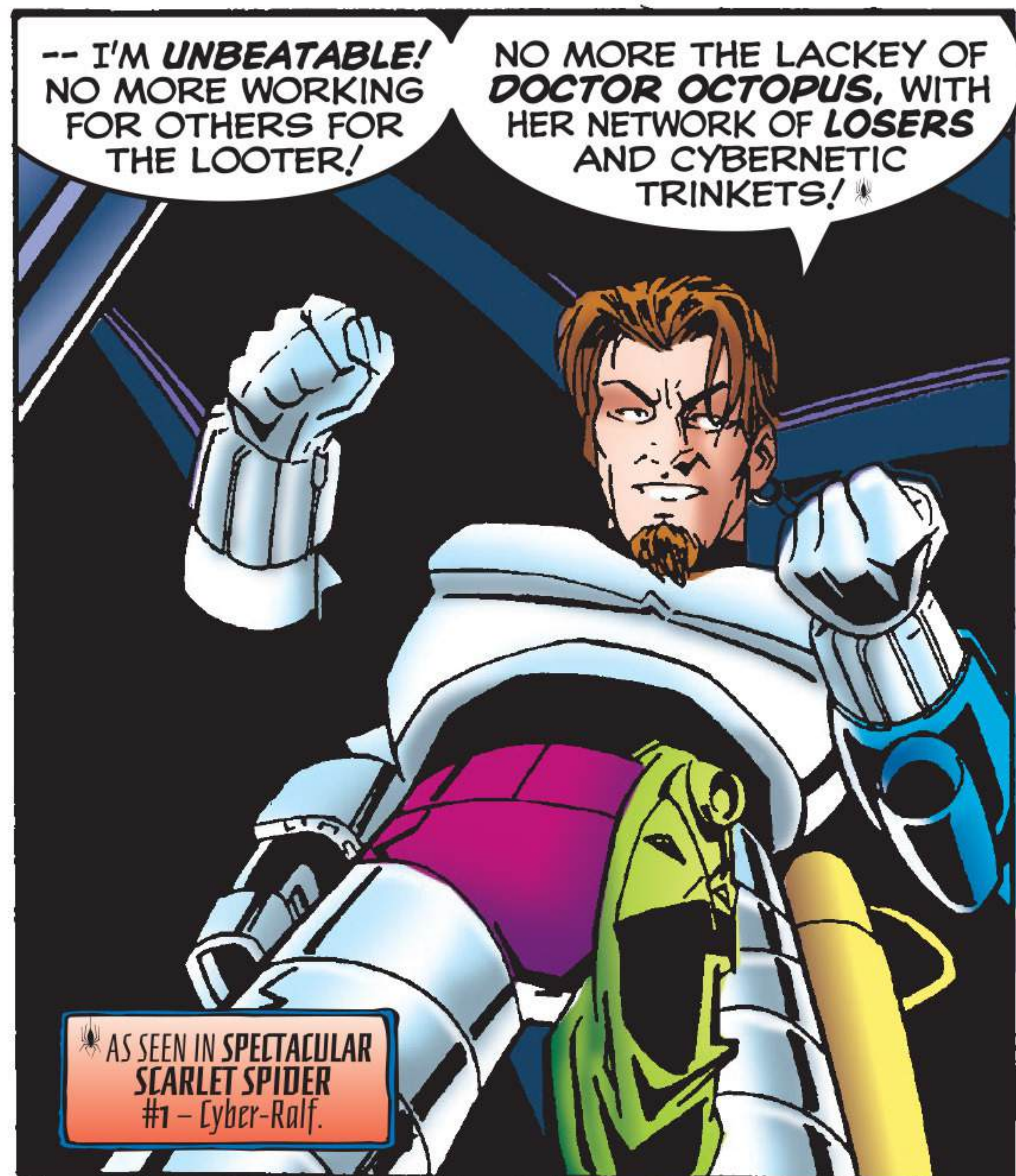
-- BUT,
AS YOU CAN
SEE, *THAT* WILL
BE *QUITE* DIFFICULT.
I HAVE YOU WEBBED
UP WITH YOUR
OWN...

...**SPIDER-GOOP!**

I *MUST*
COMPLIMENT
YOU ON ITS
COMPOSITION --
THAT STUFF IS
STRONG!

STRONG
ENOUGH, I'M
SURE, TO HOLD
EVEN *YOU!*

AND
NOW THAT
I'VE ADDED YOUR
WEB-SHOOTERS TO
MY INVINCIBLE SUPER
ARSENAL --



-- I'M **UNBEATABLE!**
NO MORE WORKING
FOR OTHERS FOR
THE LOOTER!

NO MORE THE LACKEY OF
DOCTOR OCTOPUS, WITH
HER NETWORK OF **LOSERS**
AND CYBERNETIC
TRINKETS! *

AS SEEN IN SPECTACULAR
SCARLET SPIDER
#1 - Cyber-Ralf.



Uh,
RRRIGHT...
LISTEN --

-- **LOOTIE...**

...TELL
ME, HOW
LONG HAVE I
BEEN WEBBED
UP HERE?

ABOUT
AN **HOUR**
OR **SO**.

BUT
THAT'S NOT
THE **POINT** -- THE
POINT IS THAT YOU
SEE THE **GENIUS**
OF MY **PLAN**!

IN UTILIZING
THE **WEAPONS** AND
MODUS OPERANDI OF
OTHERS, I HAVE PROVEN
MYSELF THE **MASTER**
THIEF--

-- THE
ULTIMATE
LOOTER!

AND, OF COURSE, ALL
THE **SPOILS** FROM MY
SPECTACULAR ROBBERIES
GO DIRECTLY INTO MY
RESEARCH.

BEHOLD,
SPIDER-MAN --

YOU'VE
GOTTA BE
KIDDIN'...

-- THE
METEORATOR
300! PATENT
PENDING!

WITH THIS
DEVISIVE **DEVICE**, I
WILL NOT ONLY BE ABLE
TO **TAP** INTO THE **METEOR**
WHICH GAVE ME
MY **AWESOME**
STRENGTH --

-- BUT
ALSO **PLUMB**
THE **DEPTHS** OF
THE **METEOR'S**
MISSING
TWIN --

-- WHICH
I'VE RECENTLY
LOCATED...

AND
FROM THERE
I'M CERTAIN THAT
I'LL MAKE SOME OF THE
GREATEST **SCIENTIFIC**
BREAKTHROUGHS OF
ALL **TIME**!

NOW
THAT I'VE
APPROPRIATED
ENOUGH **ILL-GOTTEN**
FUNDS TO PURCHASE
THE **MISSING**
METEOR --

-- IT WON'T
BE LONG UNTIL
THE NAME **NORTON G.**
FESTER IS SYNONYMOUS
WITH **MANKIND'S**
GREATEST **SCIENTIFIC**
ACHIEVEMENTS!





Feel a little **NAKED** without my **WEB-SHOOTERS**! Have to go on the **DEFENSIVE** -- Take to the **HIGH GROUND**! Anything to get a **BREAK** from that ranting!

NO! NO! I WON'T LET YOU **ROB ME** OF MY **RIGHTFUL PLACE** IN THE **ANNALS OF SCIENCE**! I'LL BE **GREATER** THAN **GALILEO**, MORE **NOTED** THEN **NEWTON** -- AND MORE **HERALDED** THAN **HAWKING**!



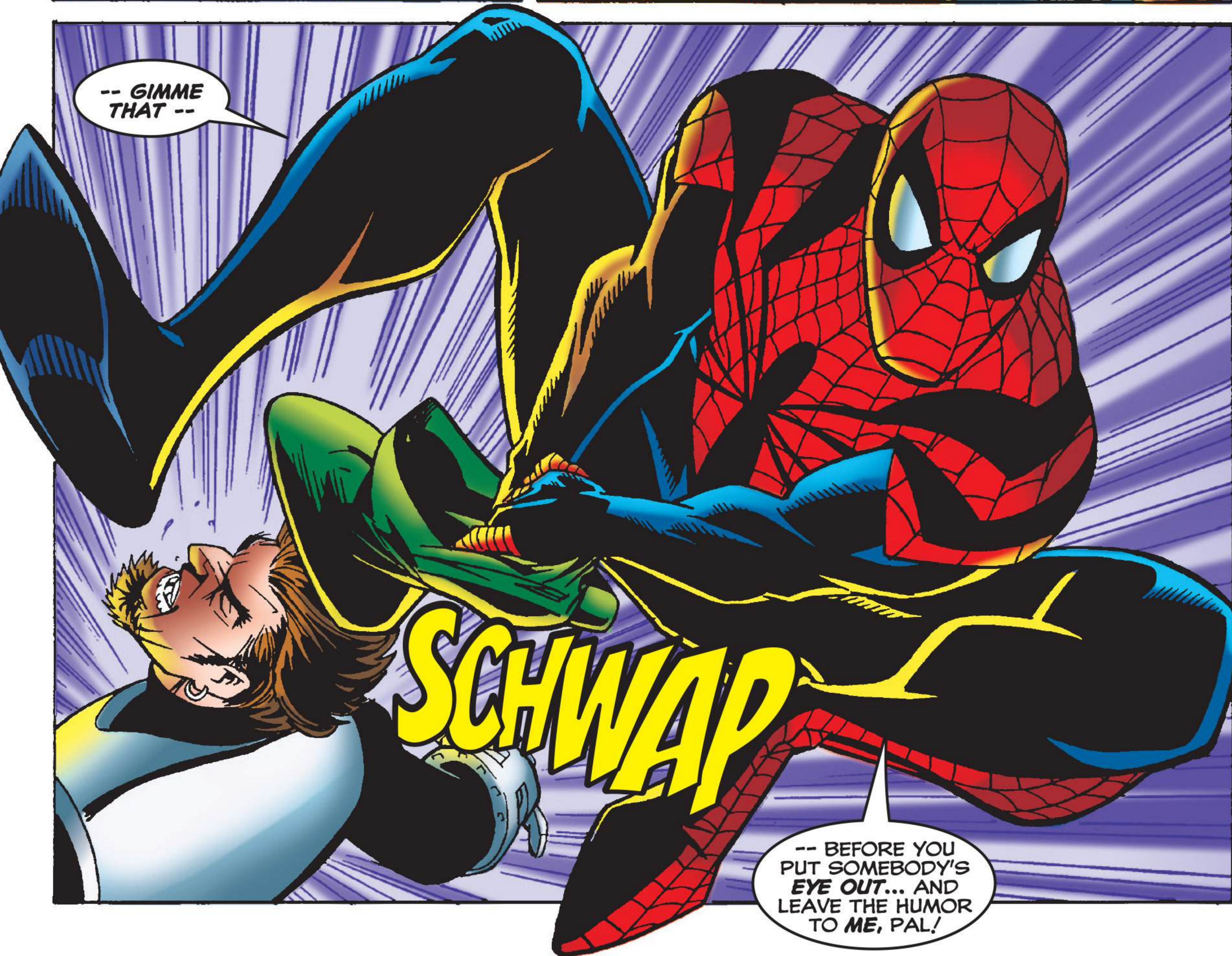
If I can get up in these **RAFTERS** -- stick to the **SHADOWS** --

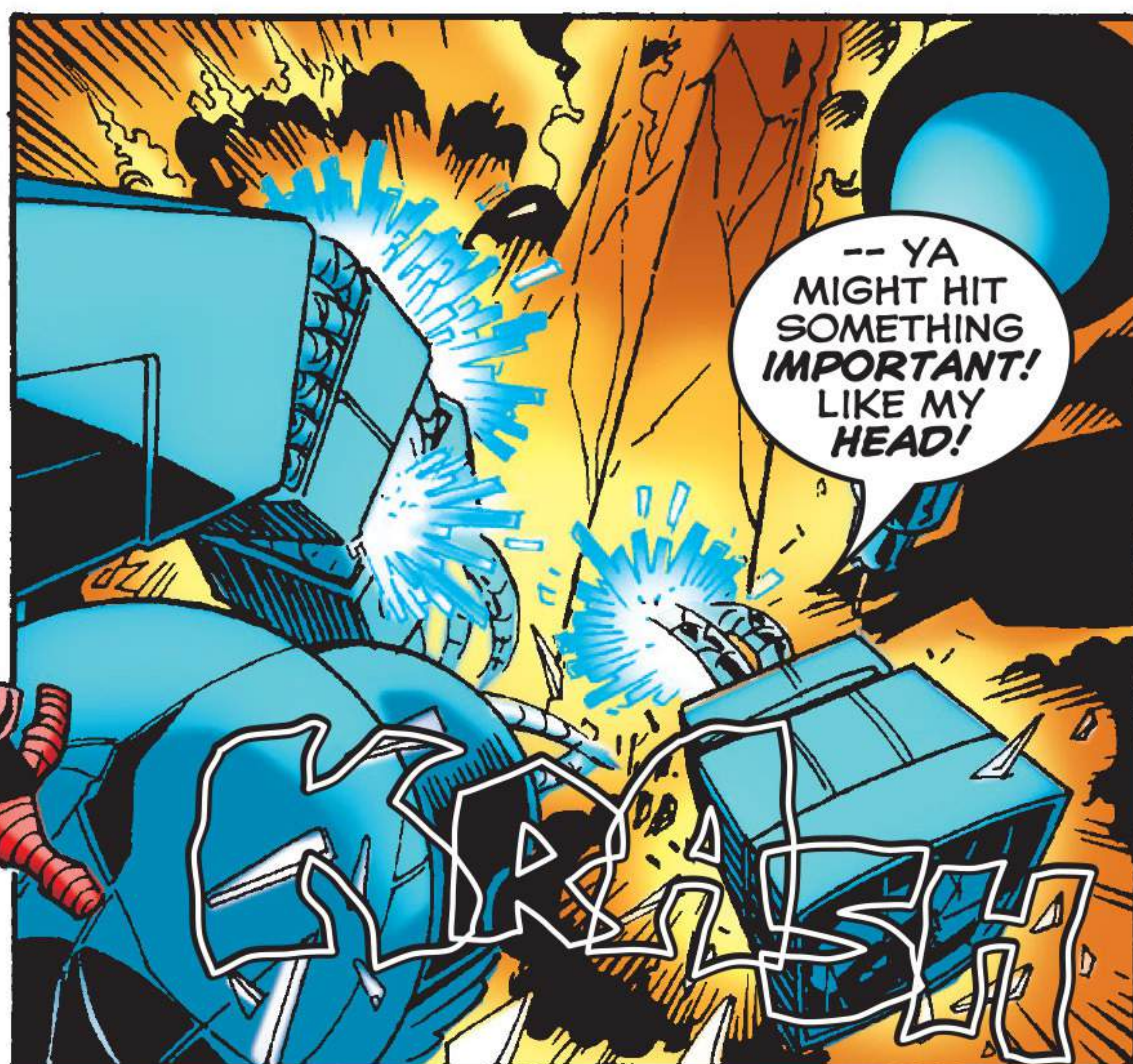
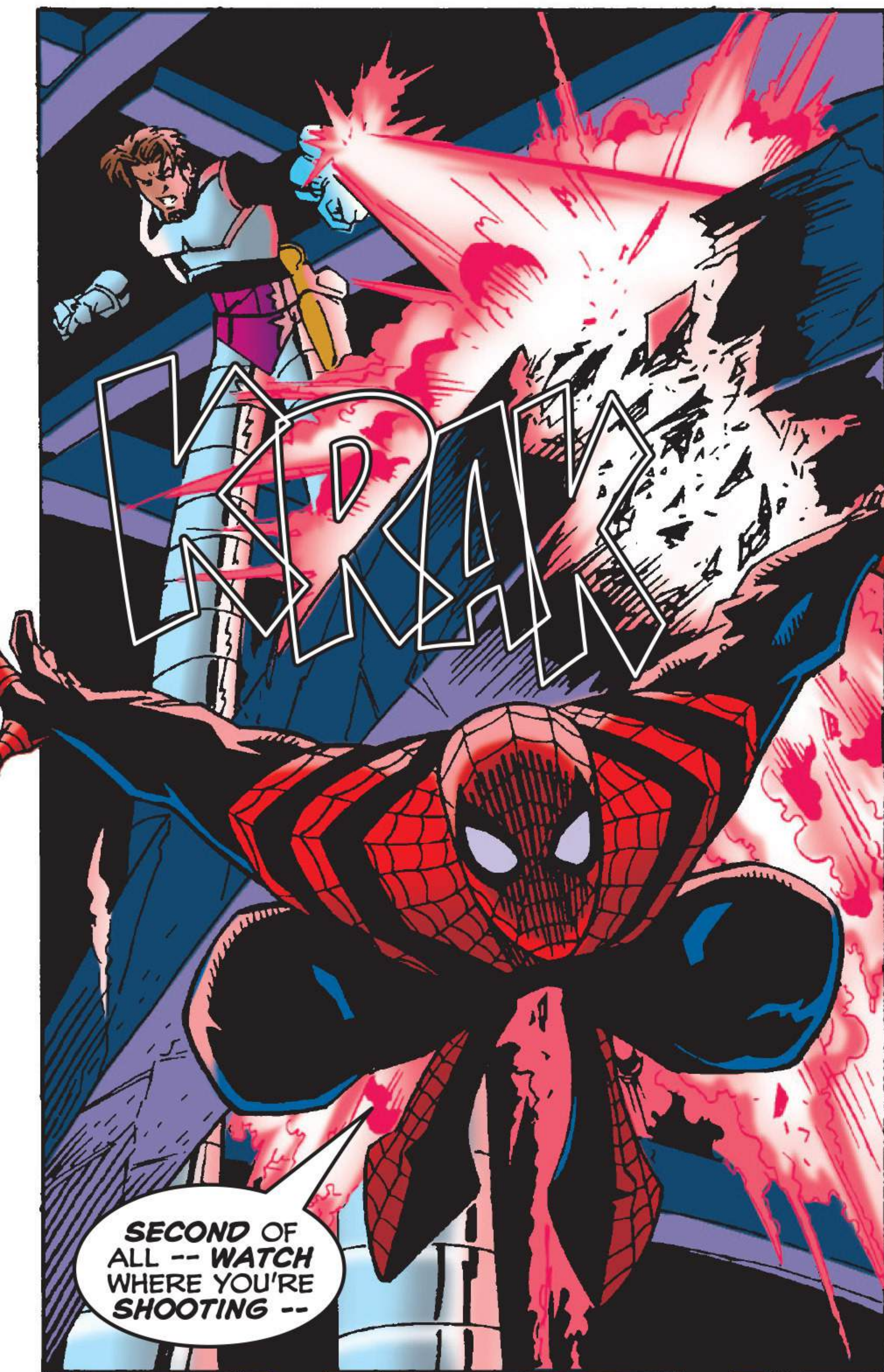


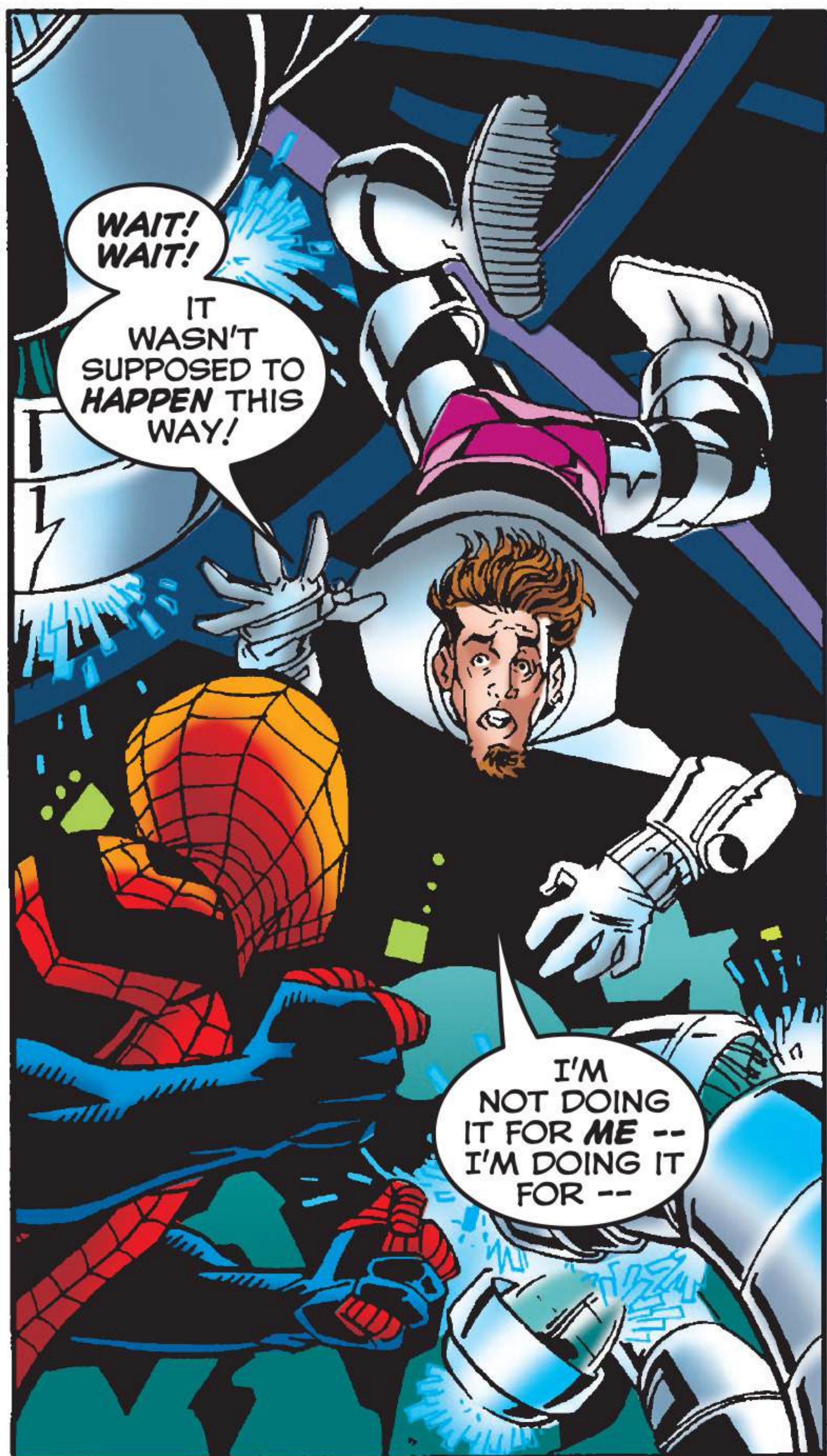
-- Then I can rely on my **SPIDER-SENSE** to tell me when --



-- **TO MOVE!**







WAIT!
WAIT!

IT
WASN'T
SUPPOSED TO
HAPPEN THIS
WAY!

I'M
NOT DOING
IT FOR *ME* --
I'M DOING IT
FOR --



-- SCIENCE...

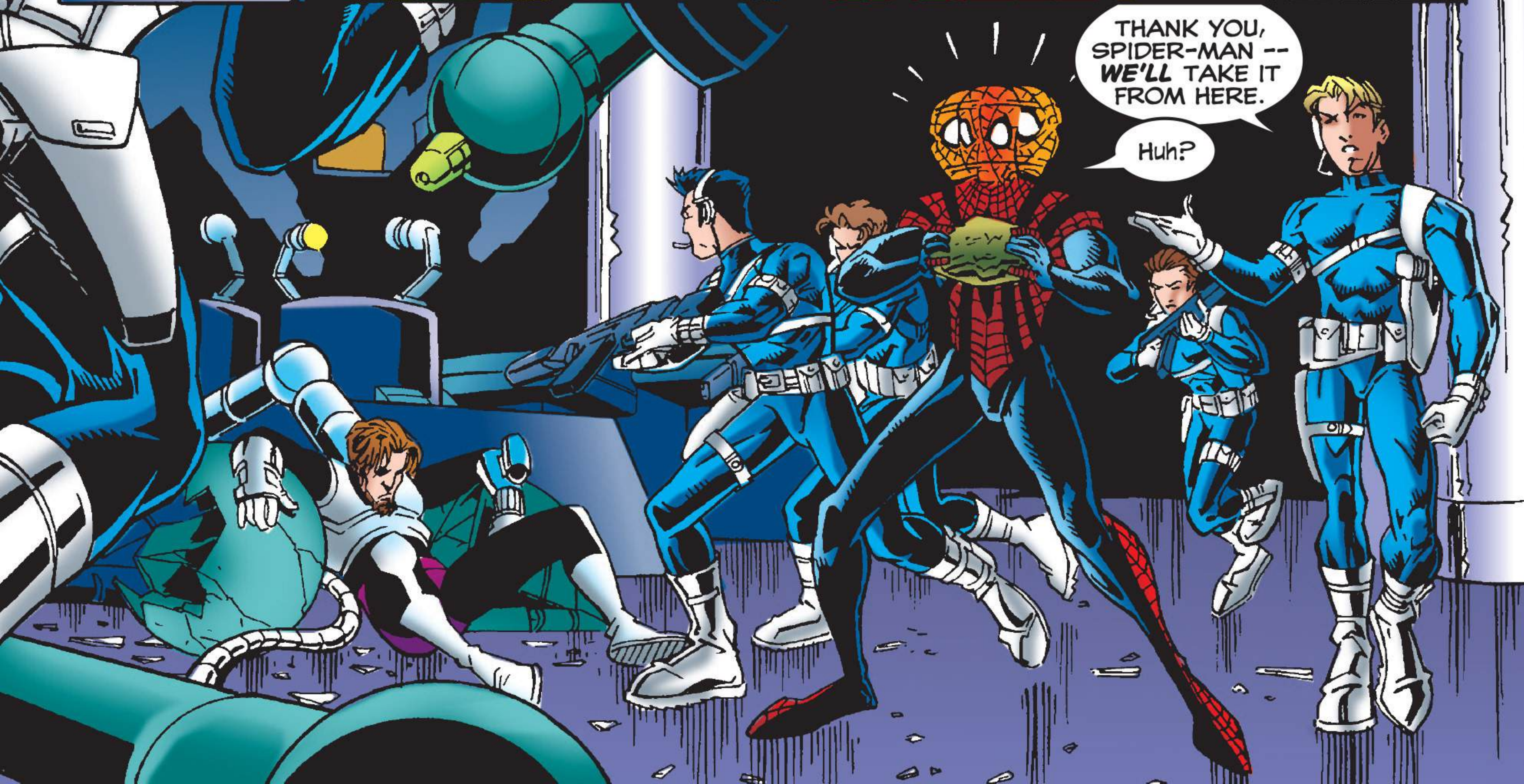
POW

WHAT *I*
CAN'T BELIEVE IS
THAT WE'RE ACTUALLY
FIGHTING OVER THIS! IT'S
JUST A *ROCK*! IT'S --



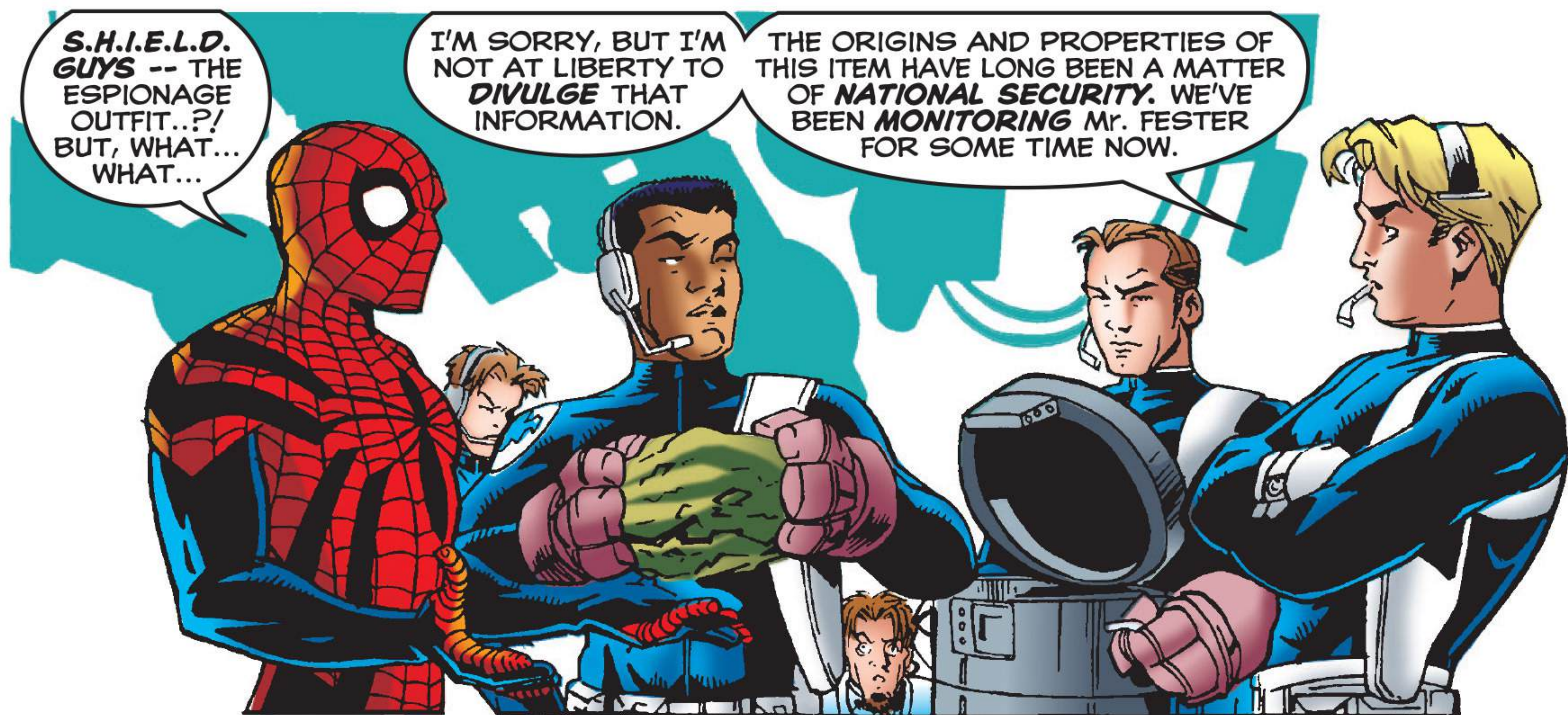
-- WAIT
A MINUTE --
THIS ISN'T EVEN
A *ROCK*...!

THIS
FEELS
LIKE --



THANK YOU,
SPIDER-MAN --
WE'LL TAKE IT
FROM HERE.

Huh?



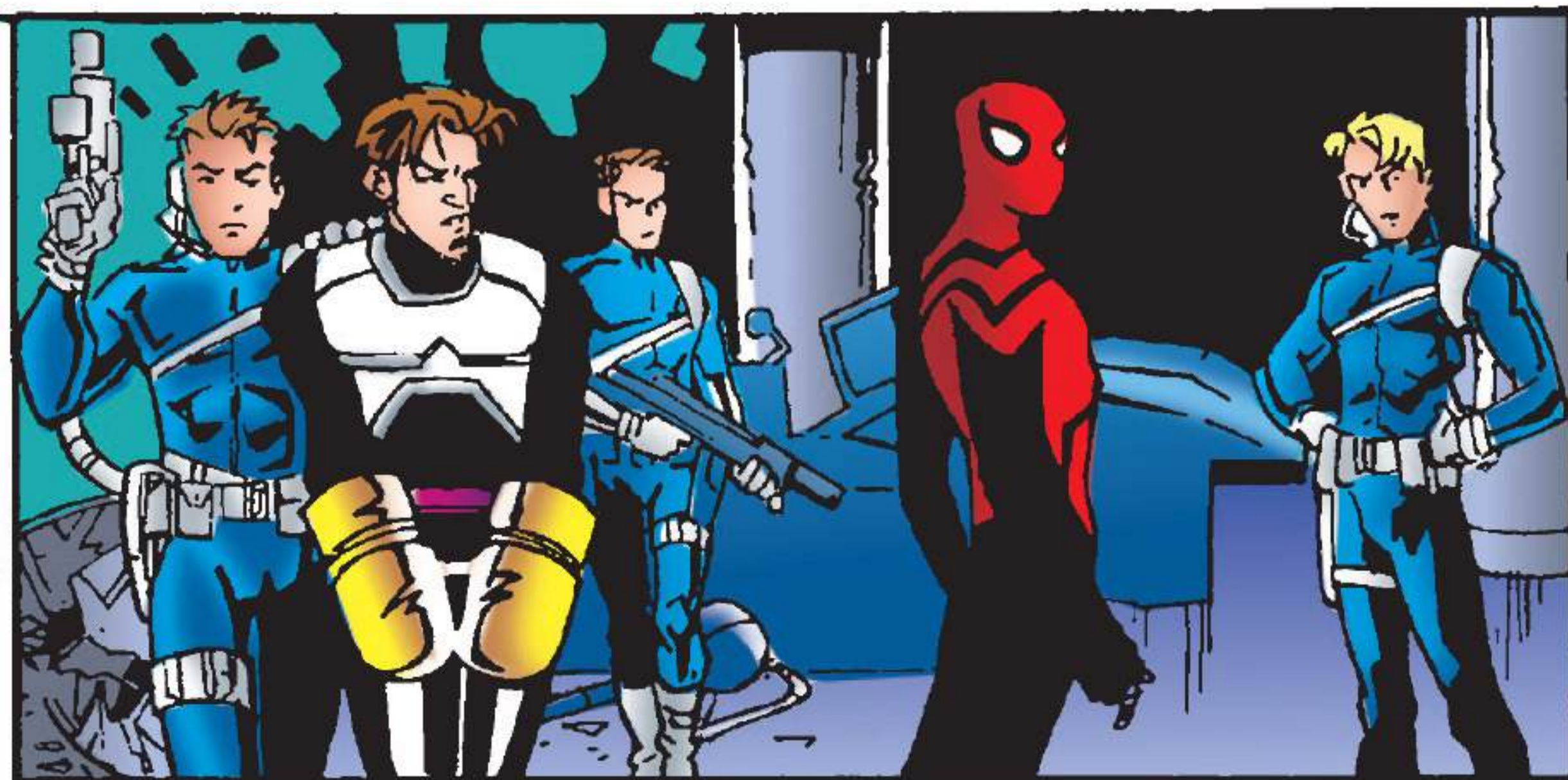
S.H.I.E.L.D. GUYS -- THE ESPIONAGE OUTFIT...?! BUT, WHAT... WHAT...

I'M SORRY, BUT I'M NOT AT LIBERTY TO **DIVULGE** THAT INFORMATION.

THE ORIGINS AND PROPERTIES OF THIS ITEM HAVE LONG BEEN A MATTER OF **NATIONAL SECURITY**. WE'VE BEEN **MONITORING** Mr. FESTER FOR SOME TIME NOW.



IT WAS ONLY RECENTLY THAT HIS **RESEARCH** ENTERED AN ARENA FELT BY FEDERAL OFFICIALS WAS BETTER LEFT IN THE HANDS OF AUTHORIZED RESEARCHERS.



SEE.



LATER, BACK IN MANHATTAN...

Well, **THERE'S** an adventure I'm never going to tell anyone about. Apparently Fester's ideas weren't as **SCREWBALL** as they --

-- Huh?



*Spider-sense going
BLOOEY! What's
happening --?!*

My god --!

NEXT: IN AMAZING #415: ONSLAUGHT!

NEXT: IN SENSATIONAL #9: SWARM!

MARVEL
COMICS



SPIDER-MAN

SEP '96 415

THE AMAZING

SPIDER-MAN

APPROVED
BY THE
COMICS
CODE
AUTHORITY

WIDENIGHT

IMPACT

2

THE
SENTINELS
TAKE
MANHATTAN!

GLEVE MAHLSTEDT



HE CALLS HIMSELF
PETER PARKER,
AND HE'S BEEN HAVING
A REALLY BAAAD WEEK.

IF YOU WANT TO GET
TECHNICAL, HIS REAL
PROBLEMS STARTED A
FEW MONTHS AGO WHEN...

...HIS WIFE BECAME
PREGNANT.

HIS BELOVED AUNT
MAY PASSED AWAY.

TESTS PROVED THAT HE
WAS ACTUALLY THE CLONE
OF THE ORIGINAL PARKER
(AND THE REAL SPIDER-MAN.)

AND FINALLY, HE
LOST HIS OWN
SPIDER-POWERS.

AND THIS WEEK
HE ALMOST DIED.

THANKFULLY, HIS NEAR-DEATH
EXPERIENCE HERALDED THE
UNEXPECTED RETURN OF HIS
SPIDER-POWERS -- THOUGH
THOSE POWERS HAVE PROVEN
ERRATIC AND UNRELIABLE.

WHEW! YOU CAN EASILY
IMAGINE THE POOR GUY'S
RELIEF TO CHECK OUT OF
THE HOSPITAL AND HEAD
FOR HOME.

AFTER ALL HE'S SUFFERED,
HE FIGURES THE WORST
MUST BE BEHIND HIM.

HE BELIEVES HE'S
FINALLY SAFE.

MAN, IS HE
WRONG!

STAN LEE
PRESENTS:
A TALE OF
TRAGEDY AND
TRIUMPH:

SPIDER-GATE

WRITTEN BY:
TOM DEFALCO

PENCILLED BY:
MARK BAGLEY

INKED BY:
LARRY MAHLSTEDT & AL MILGROM

LETTERED BY:
RS&COMICRAFT

COLORS BY:
BOB SHAREN

ENHANCED BY:
MALIBU

EDITED BY:
RALPH MACCHIO

OVERSEEN BY:
BOB HARRAS

BY ORDER OF
ONSLAUGHT, THIS
CITY IS UNDER
MARTIAL LAW!

AND STARRING:
**THE AMAZING
SPIDER-MAN!**

ALL MUTANTS AND
ENHANCED HUMANS
ARE HEREBY
COMMANDED TO
SURRENDER --

-- OR SUFFER
IMMEDIATE
TERMINATION!

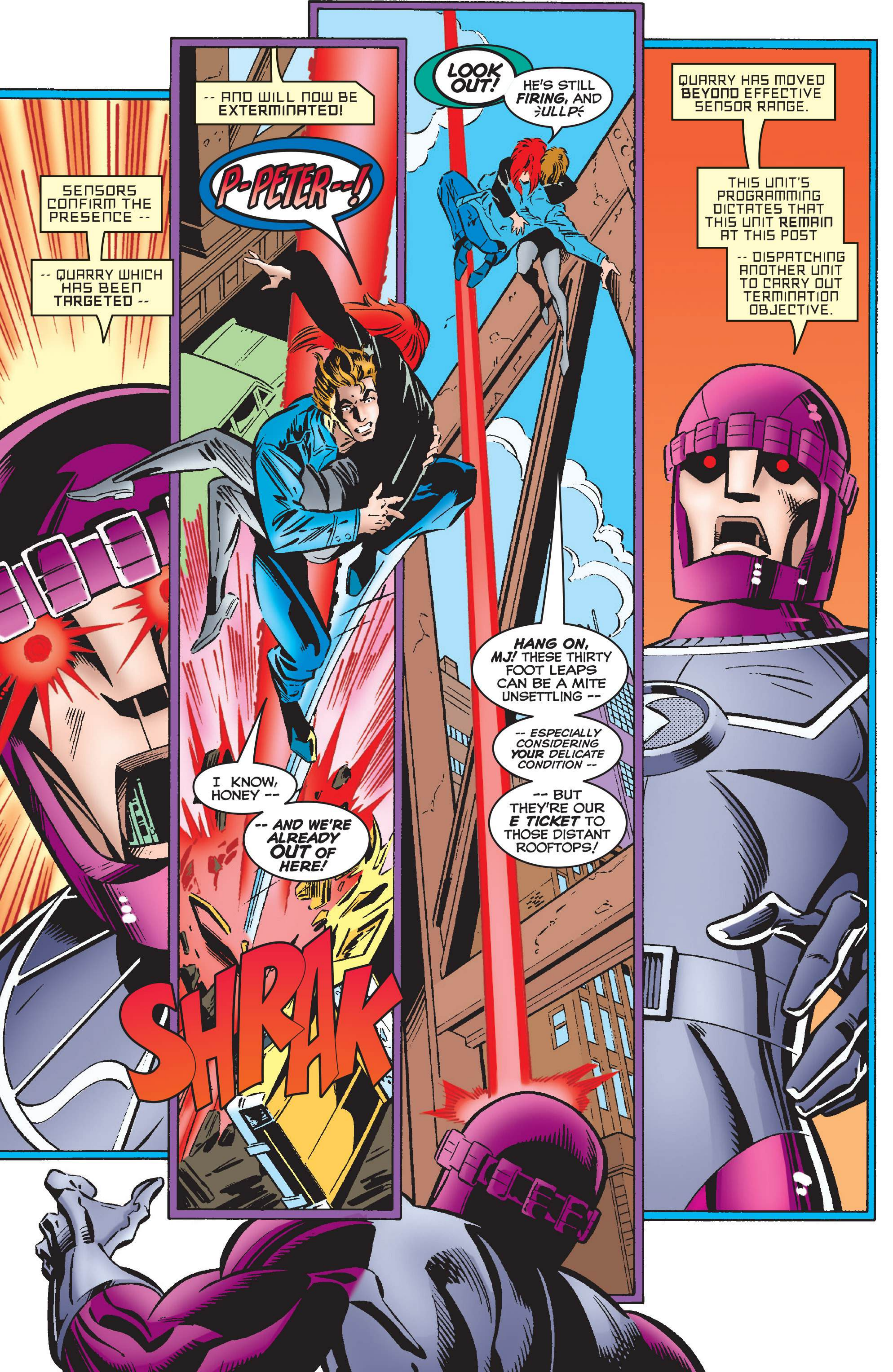
GET OUT
OF THE CAB,
MARY JANE!
WE CAN'T STAY
HERE!

A GIANT
SENTINEL IS
BLOCKING THE
59TH STREET
BRIDGE!

W-WHO
OR WHAT IS
ONSLAUGHT?!

DON'T
KNOW! DON'T
CARE!

YOUR
SAFETY IS
MY ONLY
CONCERN!



SENSORS
CONFIRM THE
PRESENCE --

-- QUARRY WHICH
HAS BEEN
TARGETED --

-- AND WILL NOW BE
EXTERMINATED!

P-PETER--!

**LOOK
OUT!**

HE'S STILL
FIRING, AND
SHULP!

QUARRY HAS MOVED
BEYOND EFFECTIVE
SENSOR RANGE.

THIS UNIT'S
PROGRAMMING
DICTATES THAT
THIS UNIT REMAIN
AT THIS POST

-- DISPATCHING
ANOTHER UNIT
TO CARRY OUT
TERMINATION
OBJECTIVE.

**HANG ON,
MJ!** THESE THIRTY
FOOT LEAPS
CAN BE A MITE
UNSETTLING --

-- ESPECIALLY
CONSIDERING
YOUR DELICATE
CONDITION --

-- BUT
THEY'RE OUR
E TICKET TO
THOSE DISTANT
ROOFTOPS!

I KNOW,
HONEY --

-- AND WE'RE
ALREADY
**OUT OF
HERE!**

SHRAK



S-SORRY I PANICKED!

YOU THINK ANYBODY CAUGHT YOUR NAME --

-- OR GOT A GOOD LOOK AT US?!

NOT A CHANCE!

THEY WERE TOO BUSY RUNNING FOR COVER!

WHAT IS THIS?!

THE NEIGHBORHOOD'S SWARMING WITH **ROBO-CREEPS!**

PETER! DO YOU SEE **HER?**!

THAT POOR **CHILD!**

SHE MUST HAVE BEEN **SEPARATED** FROM HER PARENTS, AND -- OH, GOD!

THERE COULD BE **HUNDREDS**, MAYBE EVEN **THOUSANDS**, SPREAD ACROSS THE CITY!

WHY ARE THEY **HERE?** WHAT DO THEY WANT?

SHE'S ABOUT TO BE **TRAMPLED** BY THAT FLEEING CROWD --

-- AND THERE'S **NO WAY** WE CAN REACH HER IN TIME!

THERE'S ALWAYS A WAY!

BEFORE LEARNING THAT HE WAS PARKER'S CLONE, THIS PETER WAS SPIDER-MAN.

THE ONLY SPIDER-MAN.

HE WORE HIS WEBS WITH PRIDE, NEVER QUESTIONING WHAT HE COULD OR COULDN'T DO.

HE MERELY DID!

YEEK!!

GOTCHA!

NO TIME TO CONGRATULATE MYSELF! I'VE GOT TO LOCATE THIS GIRL'S PARENTS, AND FIND A REFUGE FOR MARY JANE --

-- BEFORE I'M SPOTTED BY ANOTHER SENTINEL!

AND, EVEN AS PETER FEARFULLY GLANCES SKYWARD...

THIS ONSLAUGHT SEEMS TO HAVE SET UP SOME KIND OF BASE IN CENTRAL PARK!

CHARLIE SNOW AND KEN ELLIS ARE IN THAT AREA, JONAH.

I'LL TRY TO REACH THEIR CELL PHONES.

WHERE'S THE BLASTED FANTASTIC FOUR DURING THIS CRISIS?

WE HEAR THERE'S SOME KIND OF SUMMIT ATOP FOUR FREEDOMS PLAZA!

THEY'RE TALKING WHEN THEY SHOULD BE DEFENDING US?!

TELL REWRITE THERE'S WIDESPREAD LOOTING UPTOWN!

WHA -- ?

WHAT'S HAPPENING?!

IT-IT'S EITHER AN EARTHQUAKE -- OR SOMEONE'S DETONATED A BOMB!

I'M AFRAID
THE NEWS IS
EVEN WORSE,
PEOPLE!

IT'S THE
SENTINELS--!

THEY'RE
ATTACKING
THE BUGLE!

KWOOOM

WE'VE
LOST LIGHTS...
POWER!

THAT METAL
MONSTER MUST
HAVE TARGETED
OUR *ELECTRICAL*
SYSTEM!

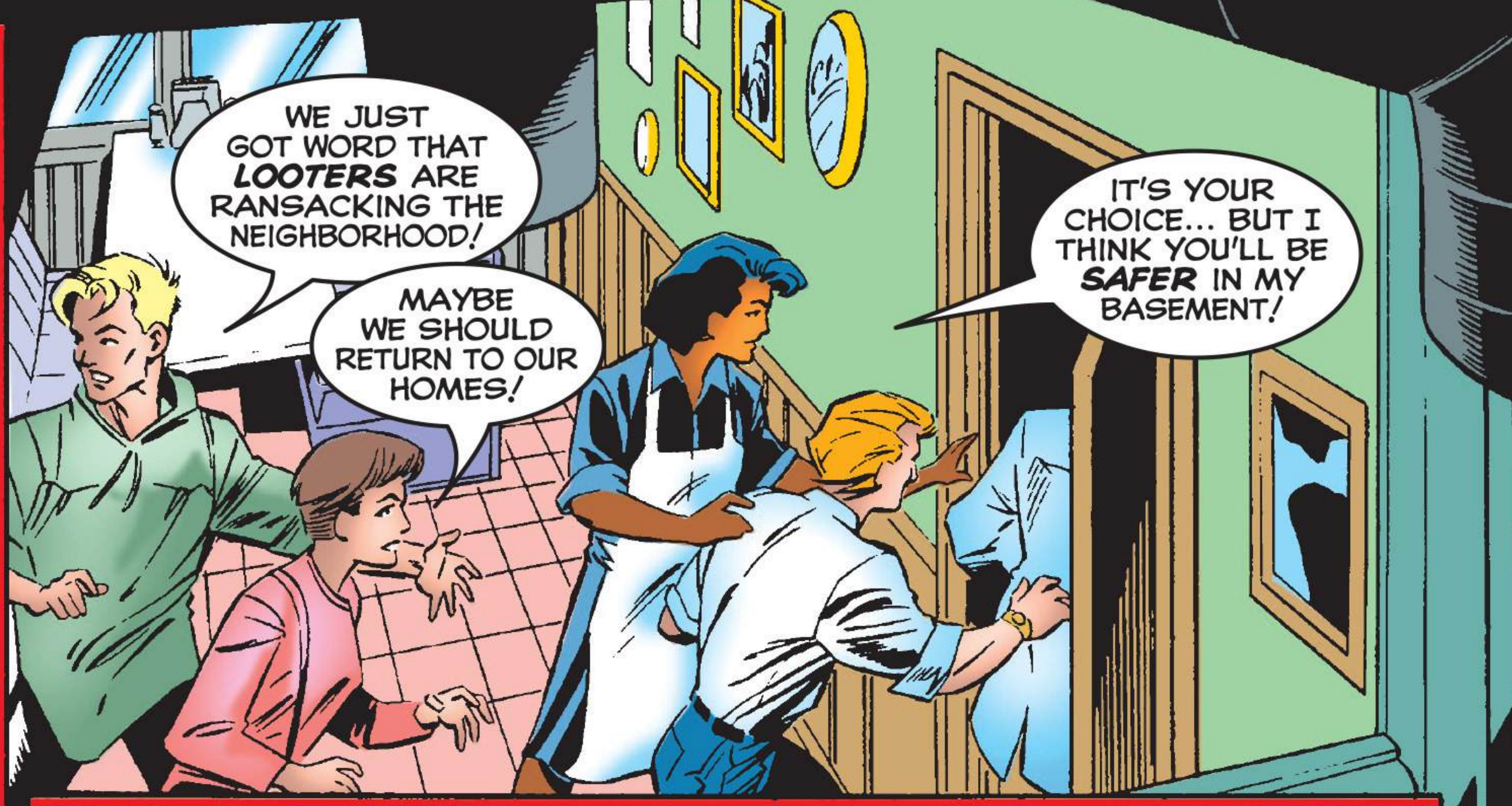
HE'S
TRYING TO
SHUT US
DOWN!



MEANWHILE, UPTOWN AND TO THE WEST, IN THE DAILY GRIND...

The Daily Grind

MOVE IT, PEOPLE! MOVE IT!



WE JUST GOT WORD THAT **LOOTERS** ARE RANSACKING THE NEIGHBORHOOD!

MAYBE WE SHOULD RETURN TO OUR HOMES!

IT'S YOUR CHOICE... BUT I THINK YOU'LL BE **SAFER** IN MY BASEMENT!



YOU **STAYING** OR **GOING**, DESIREE?

I... I CAN'T DECIDE, BEN!

WE'RE NOT IN ANY LESS DANGER HERE!



MAYBE NOT, BUT AT LEAST YOU'RE WITH **FRIENDS**!

I... I'M SO AFRAID!

WE ALL ARE!

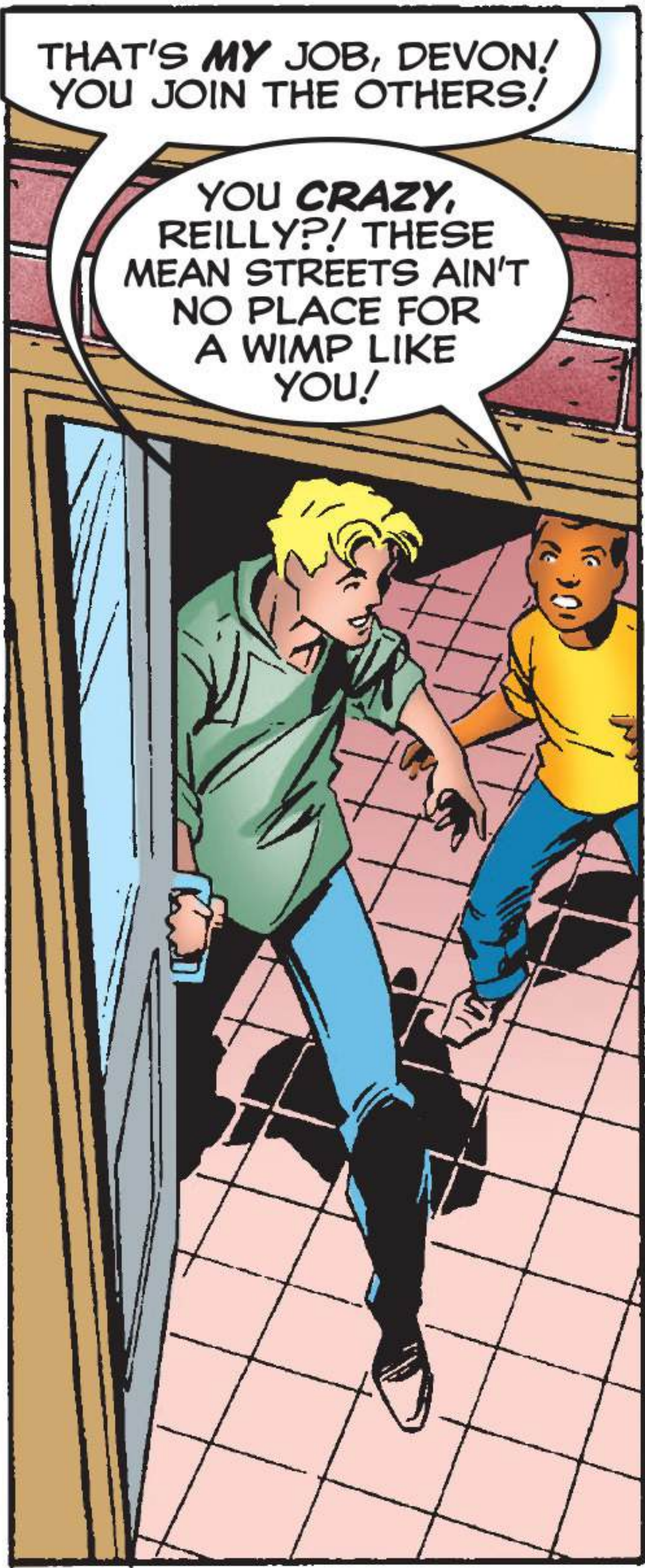


SHIRLEY! I NEED YOU TO LOOK AFTER DESIREE FOR ME!

A-AREN'T YOU COMING?



MOM! MOM! I'VE SECURED THE WINDOWS, BUT SOMEBODY'S GOT TO STAND **OUTSIDE** TO GATE THE FRONT DOOR!



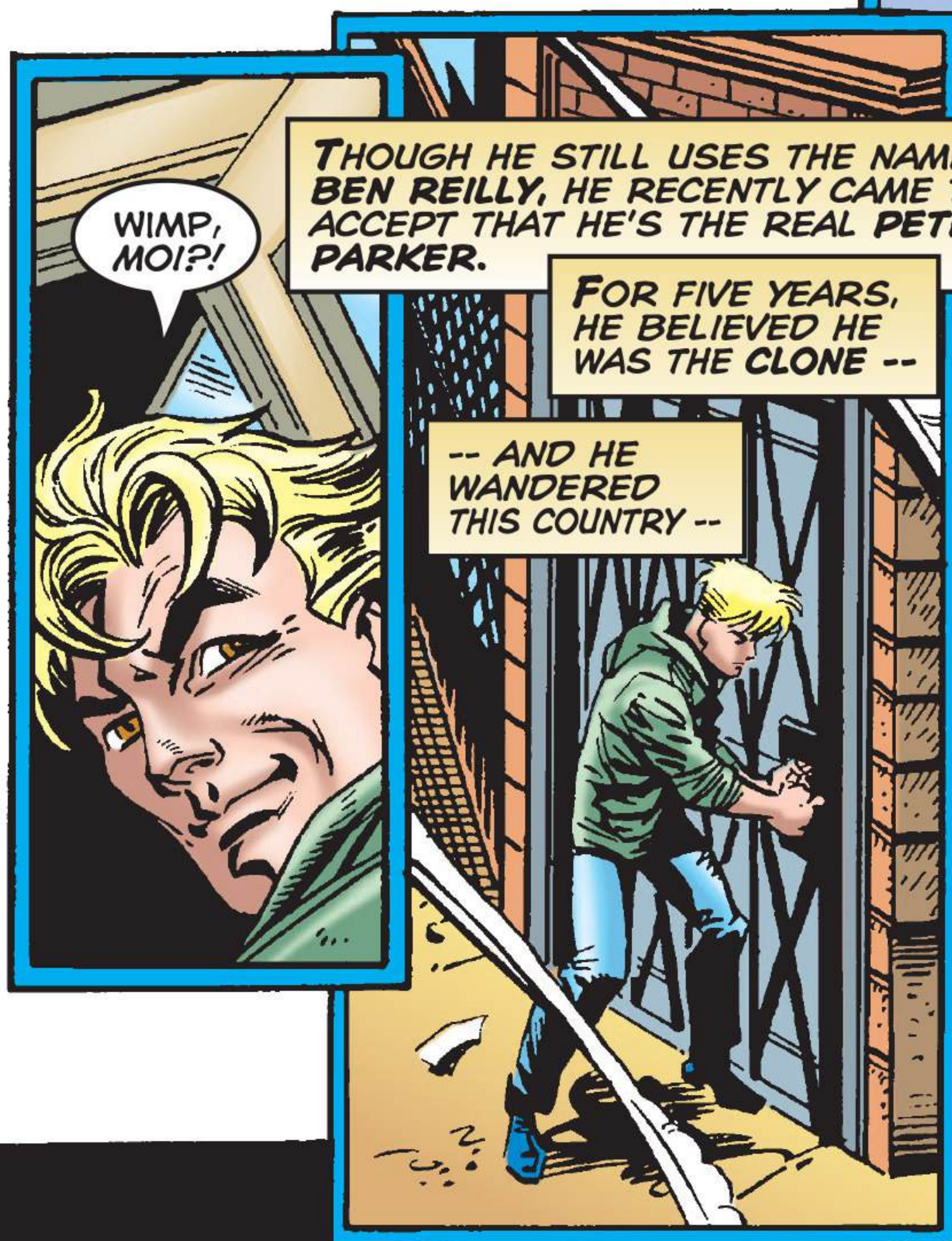
THAT'S **MY** JOB, DEVON! YOU JOIN THE OTHERS!

YOU **CRAZY**, REILLY?! THESE MEAN STREETS AIN'T NO PLACE FOR A WIMP LIKE YOU!



GET YOUR BUTT DOWN THOSE STAIRS, **BEN REILLY!** YOU HEAR ME?

NO CAN DO, SHIRL!



WIMP, MOI?!

THOUGH HE STILL USES THE NAME BEN REILLY, HE RECENTLY CAME TO ACCEPT THAT HE'S THE REAL PETER PARKER.

FOR FIVE YEARS, HE BELIEVED HE WAS THE CLONE --

-- AND HE WANDERED THIS COUNTRY --

-- DESPERATELY TRYING TO GIVE MEANING AND FIND A DIRECTION FOR HIS ARTIFICIAL LIFE.

THOSE DAYS ARE OVER!

HIS CITY IS IN CRISIS, AND HE HAS A JOB TO DO!

TRY TO STAY CALM, EVERYONE! WE HAVE PLENTY OF FOOD, AND THE RADIO WILL TELL US WHEN WE CAN LEAVE!

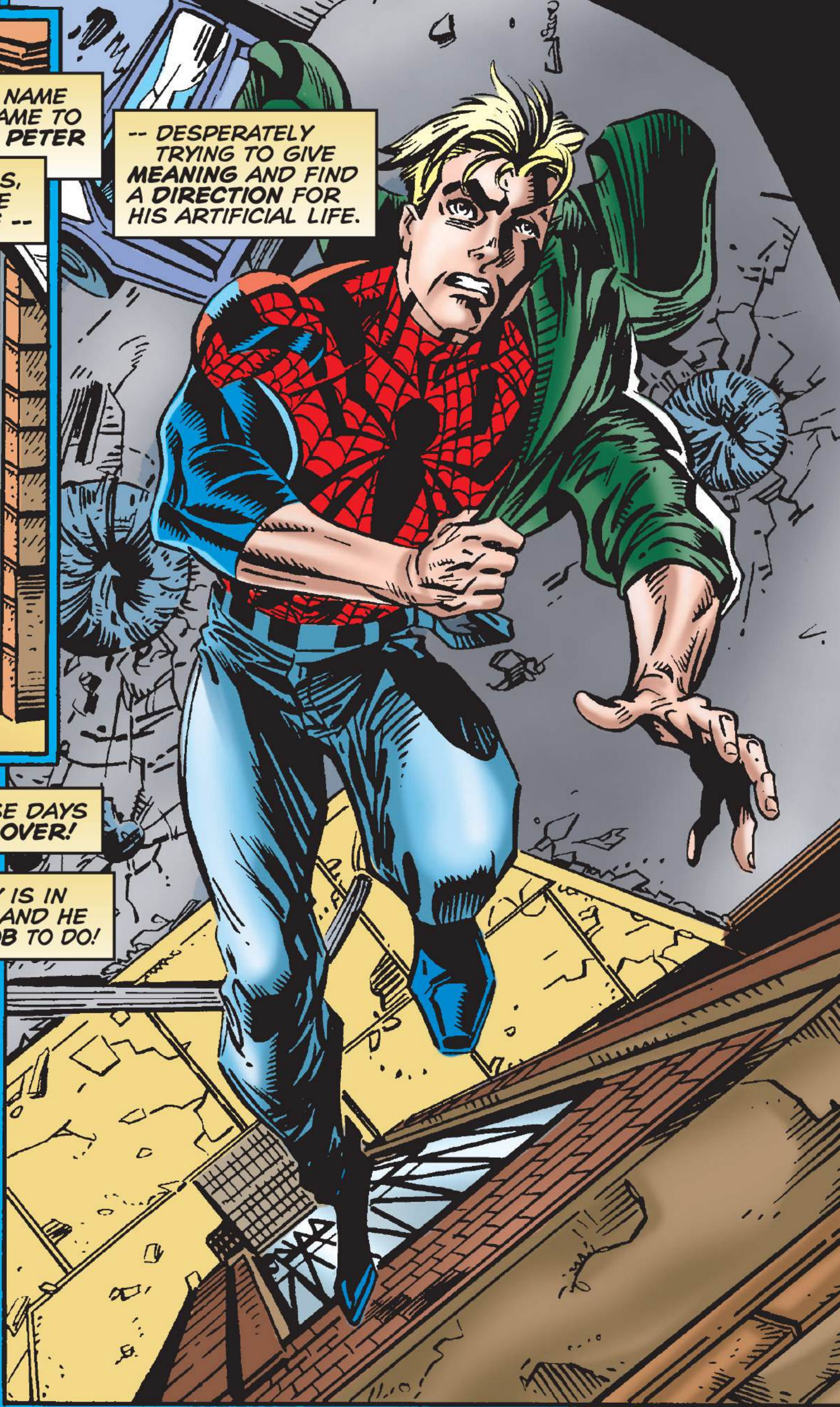
HOW WE GONNA UNLOCK THE GATE IF REILLY DOESN'T...

Uh...
...YOU KNOW...

WE CAN ALWAYS CALL SOMEONE TO CUT OFF THE LOCK... BUT WE DON'T NEED ANY MORE **NEGATIVE** THOUGHTS, DEVON!

I'M SURE BEN WILL BE FINE!

SOMETHING ABOUT THAT BOY INSPIRES CONFIDENCE!





S'FUNNY, BEING ALL HUDDLED DOWN HERE REMINDS ME OF WHEN I WAS A LITTLE GIRL AT **OUR LADY OF GRACE**.

IT WAS THE **EARLY SIXTIES** AND THE **COLD WAR** WAS ALL ANYBODY EVER TALKED ABOUT.



"EVEN US CHILDREN, WE KNEW WE HAD TO BE PREPARED BECAUSE..."



IT WAS ONLY A MATTER OF TIME BEFORE SOME MANIAC **BOMBED** OUR COUNTRY...

...AND, SPECIFICALLY, OUR SCHOOL!

THEY USED TO HERD US INTO THE HALLWAYS... WHERE WE'D COWER BENEATH OUR COATS...

... AWAITING NUCLEAR DESTRUCTION... LISTENING TO THE **EMERGENCY BROADCAST SYSTEM**.



YOU GOTTA BE KIDDING ME, MOM. LIKE A COAT WOULD REALLY PROTECT YOU FROM NUCLEAR FALLOUT.

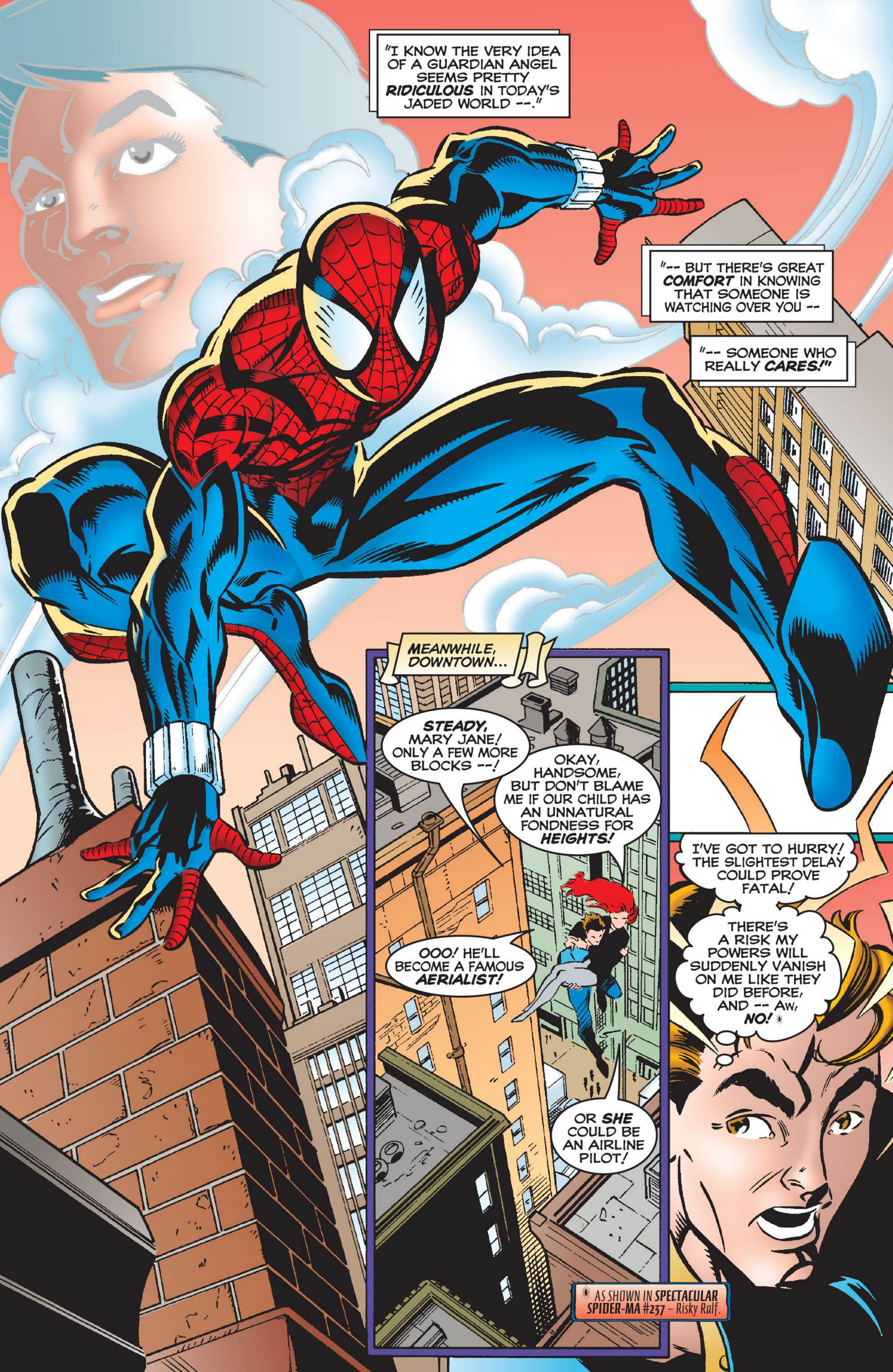
WE WEREN'T ONLY DEPENDING ON COATS. WE ALSO HAD **ANGELS**.

SAY WHAT?!

THEY WERE CALLED **GUARDIAN ANGELS** --



"-- AND THEY WERE SUPPOSED TO KEEP US FROM **HARM!**"



"I KNOW THE VERY IDEA
OF A GUARDIAN ANGEL
SEEMS PRETTY
RIDICULOUS IN TODAY'S
JADED WORLD --."

"-- BUT THERE'S GREAT
COMFORT IN KNOWING
THAT SOMEONE IS
WATCHING OVER YOU --

"-- SOMEONE WHO
REALLY **CARES!**"

MEANWHILE,
DOWNTOWN...

STEADY,
MARY JANE!
ONLY A FEW MORE
BLOCKS --!

OKAY,
HANDSOME,
BUT DON'T BLAME
ME IF OUR CHILD HAS
AN UNNATURAL
FONDNESS FOR
HEIGHTS!

OOO! HE'LL
BECOME A FAMOUS
AERIALIST!

OR **SHE**
COULD BE
AN AIRLINE
PILOT!

I'VE GOT TO HURRY!
THE SLIGHTEST DELAY
COULD PROVE
FATAL!

THERE'S
A RISK MY
POWERS WILL
SUDDENLY VANISH
ON ME LIKE THEY
DID BEFORE,
AND -- AW,
NO!

AS SHOWN IN SPECTACULAR
SPIDER-MA #237 - Risky Ralf.

SPWA-QUAM

QUARRY'S PARAHUMAN CAPACITIES INSUFFICIENT TO DETER THIS UNIT.

SURRENDER IS ONLY LOGICAL OPTION.

SURE!
I'LL GLADLY FORFEIT MY FREEDOM!

NOT!

GET
DOWN, MARY
JANE! HE ONLY
WANTS ME!

W-WHAT
ARE YOU
PLANNING --?!

TO LEAD HIM
AWAY FROM
YOU AND THE
BABY!

PETER,

NO--!

IT'S TOO
DANGEROUS!

TRY TO
MAKE IT TO
THE BUGLE,
HON!

YOU'LL
BE SAFE
THERE!

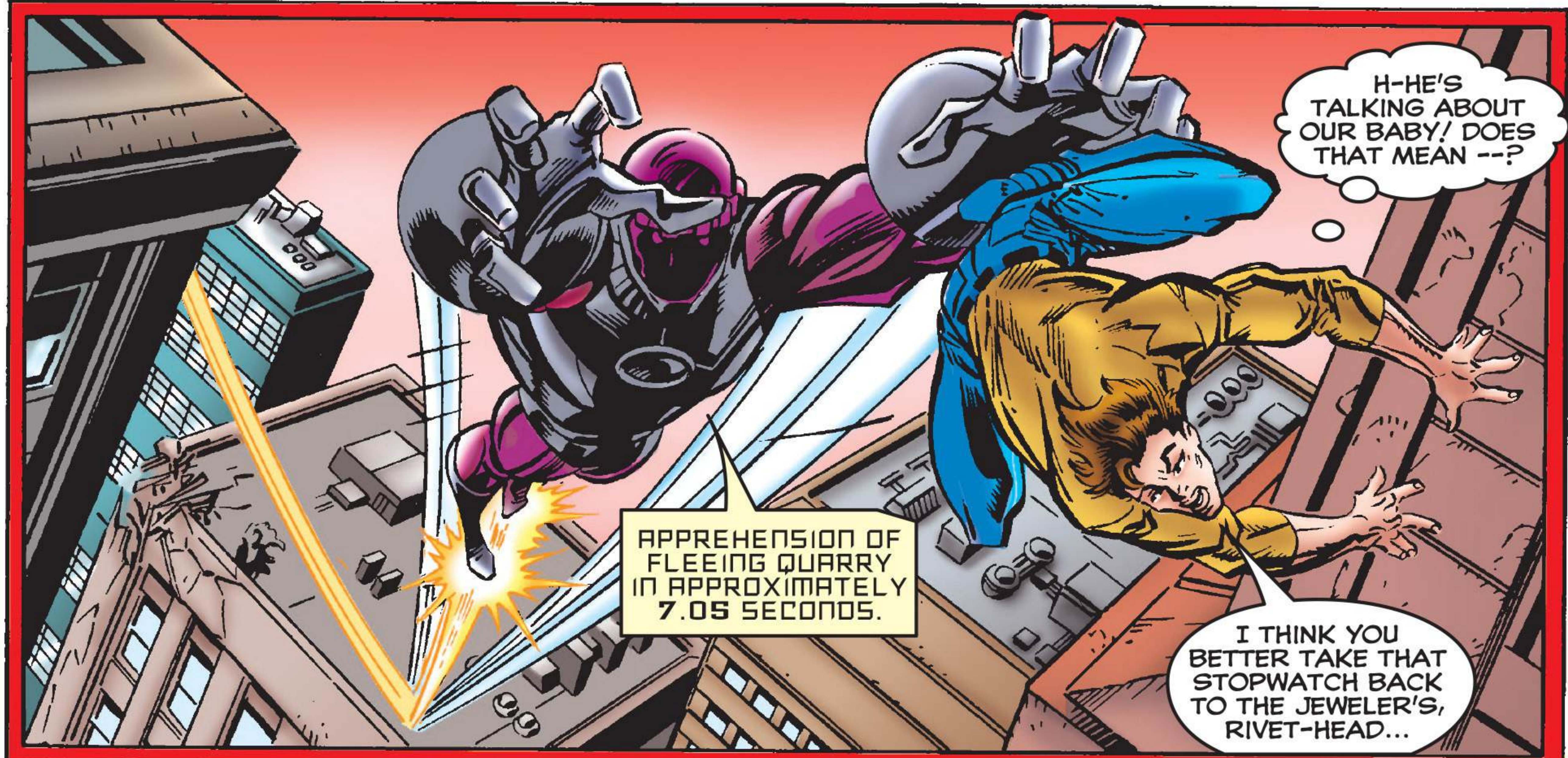
SENTINEL QUARRY
INITIATING AIRBORNE
ESCAPE.

THIS UNIT WILL EFFECT
PURSUIT. GYROSCOPIC
STABILIZERS ALTERED
FOR HORIZONTAL
FLIGHT PATTERN.

ALTERATION BEARING
:0:009 PERCENTILE. LIMITED
PARAMETERS COMPENSATION.

SENSORS DETECT SECONDARY LIFEFORM
GESTATING WITHIN HUMAN FEMALE
BELOW. READINGS BEYOND RANGE OF
EMBRYONIC NORMALCY.

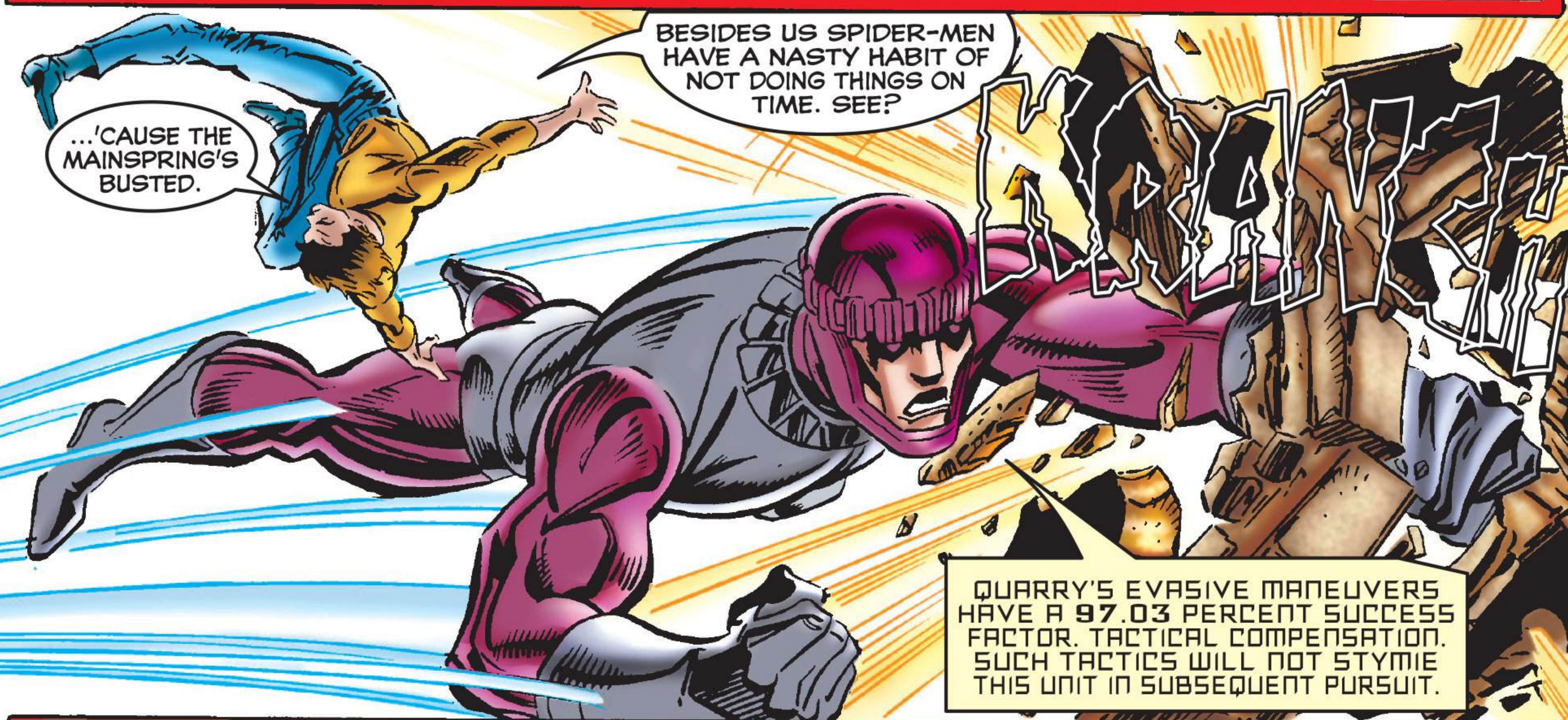
OPTICAL SENSORS WILL RETAIN
PHOTOGRAPHIC IMPRINT OF HUMAN
FEMALE FOR IDENTIFICATION PURPOSES.
DOWNLOADING OF SECONDARY LIFEFORM
DATA TO COMMENCE SIMULTANEOUSLY.



H-HE'S TALKING ABOUT OUR BABY! DOES THAT MEAN --?

APPREHENSION OF FLEEING QUARRY IN APPROXIMATELY 7.05 SECONDS.

I THINK YOU BETTER TAKE THAT STOPWATCH BACK TO THE JEWELER'S, RIVET-HEAD...

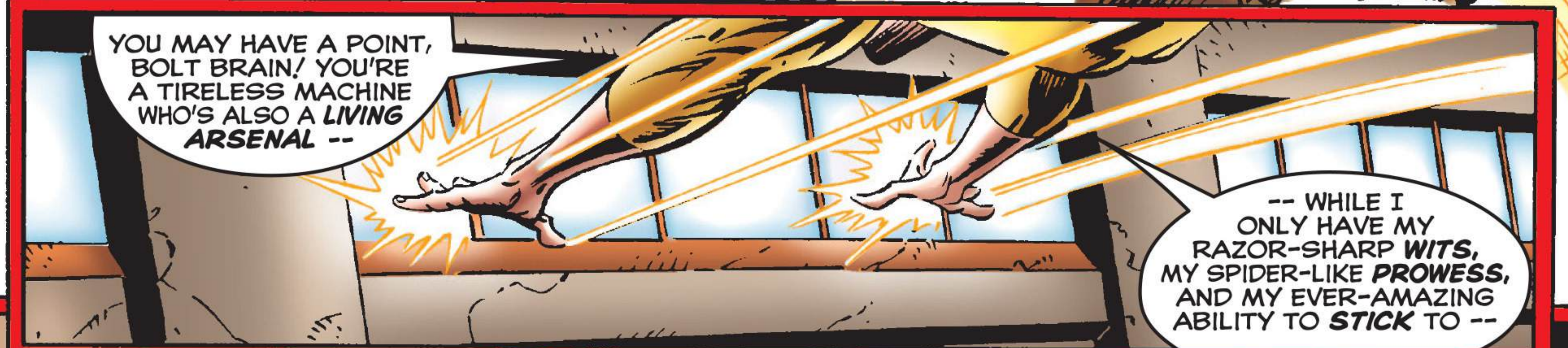


... 'CAUSE THE MAINSPRING'S BUSTED.

BESIDES US SPIDER-MEN HAVE A NASTY HABIT OF NOT DOING THINGS ON TIME. SEE?

CRASH

QUARRY'S EVASIVE MANEUVERS HAVE A 97.03 PERCENT SUCCESS FACTOR. TACTICAL COMPENSATION. SUCH TACTICS WILL NOT STYMIE THIS UNIT IN SUBSEQUENT PURSUIT.



YOU MAY HAVE A POINT, BOLT BRAIN! YOU'RE A TIRELESS MACHINE WHO'S ALSO A **LIVING ARSENAL** --

-- WHILE I ONLY HAVE MY RAZOR-SHARP WITS, MY SPIDER-LIKE **PROWESS**, AND MY EVER-AMAZING ABILITY TO **STICK** TO --



PWWAP

-- WALLS?!

M-MY POWERS --! I'VE LOST THEM AGAIN! THEY'RE GONE! **GONE!**

SPWAT

GWAP

WHEW! I...I
WOULD HAVE
BEEN STREET
SPLATTER...

I-IF
NOT FOR
THIS HANDY
FLAGPOLE!

B-BUT
IT LOOKS
LIKE...

...I ONLY
DELAYED THE
INEVITABLE!

TH-THE
SENTINEL'S
ZEROING
IN --

-- AND I'M
COMPLETELY
HELPLESS!

UNIT'S SENSORS DETECT
SUDDEN ABSENCE OF
SUPERHUMAN ABILITIES
EXTANT IN QUARRY.

CELLULAR READINGS
INDICATE DORMANCY
IN SAID FACULTIES.

READINGS'
INTERPRETATION
COMMENCING.
CROSS-REFERENCING
WITH THIS UNIT'S
PRIMARY
OBJECTIVE.

TACTICAL FUNCTIONS NOW
SUPERSEDED BY STRATEGIC.
QUARRY'S THREAT LEVEL TO
ONSLAUGHT DIMINISHED TO
NORMAL HUMAN PARAMETERS.

THIS UNIT'S PROGRAMMING DOES
NOT WARRANT EXTERMINATION OF
QUARRY IN PRESENT CONDITION.
PURSUIT TERMINATED. INFORMATION
DOWNLOAD OF COMPLETED
SEQUENCE TO FOLLOW.

EVEN AS PETER PARKER BREATHES A SIGH OF RELIEF --

-- NINE CITY BLOCKS TO THE SOUTH --

-- J. JONAH JAMESON TURNS TO FACE HIS ASSEMBLED STAFF.

I JUST GOT WORD FROM THE PRESSROOM. OUR EMERGENCY GENERATORS ARE NOW **ON-LINE**.

THEY ESTIMATE WE HAVE ENOUGH FUEL TO RUN **LIGHTS, ELEVATORS AND PRESSES** FOR THE NEXT TWELVE HOURS.

WHAT ABOUT COMPUTERS AND WORD PROCESSORS?

WE CAN'T SPARE THE JUICE --

-- IF WE INTEND TO **PUBLISH** FOR THE DURATION OF THIS CRISIS!

I'M NOT GOING TO LIE TO YOU PEOPLE. THE SITUATION OUTSIDE IS **BAD**.

AND GETTING **WORSE**.

I REALIZE MANY OF YOU ARE WORRIED ABOUT YOUR **FAMILIES**.

GO **HOME** IF YOU THINK YOU MUST.

I WON'T THINK ANY **LESS** OF YOU.

AND... UH... YOUR PAYCHECKS WON'T BE DOCKED.

I'M STAYING!

NO METAL MONSTER CAN STOP THE **DAILY BUGLE** FROM REPORTING THE NEWS!

OUR NEXT EDITION IS GOING OUT EVEN IF WE HAVE TO HAND-WRITE AND **PERSONALLY DELIVER** EVERY COPY!

Uh... Mr. JAMESON...

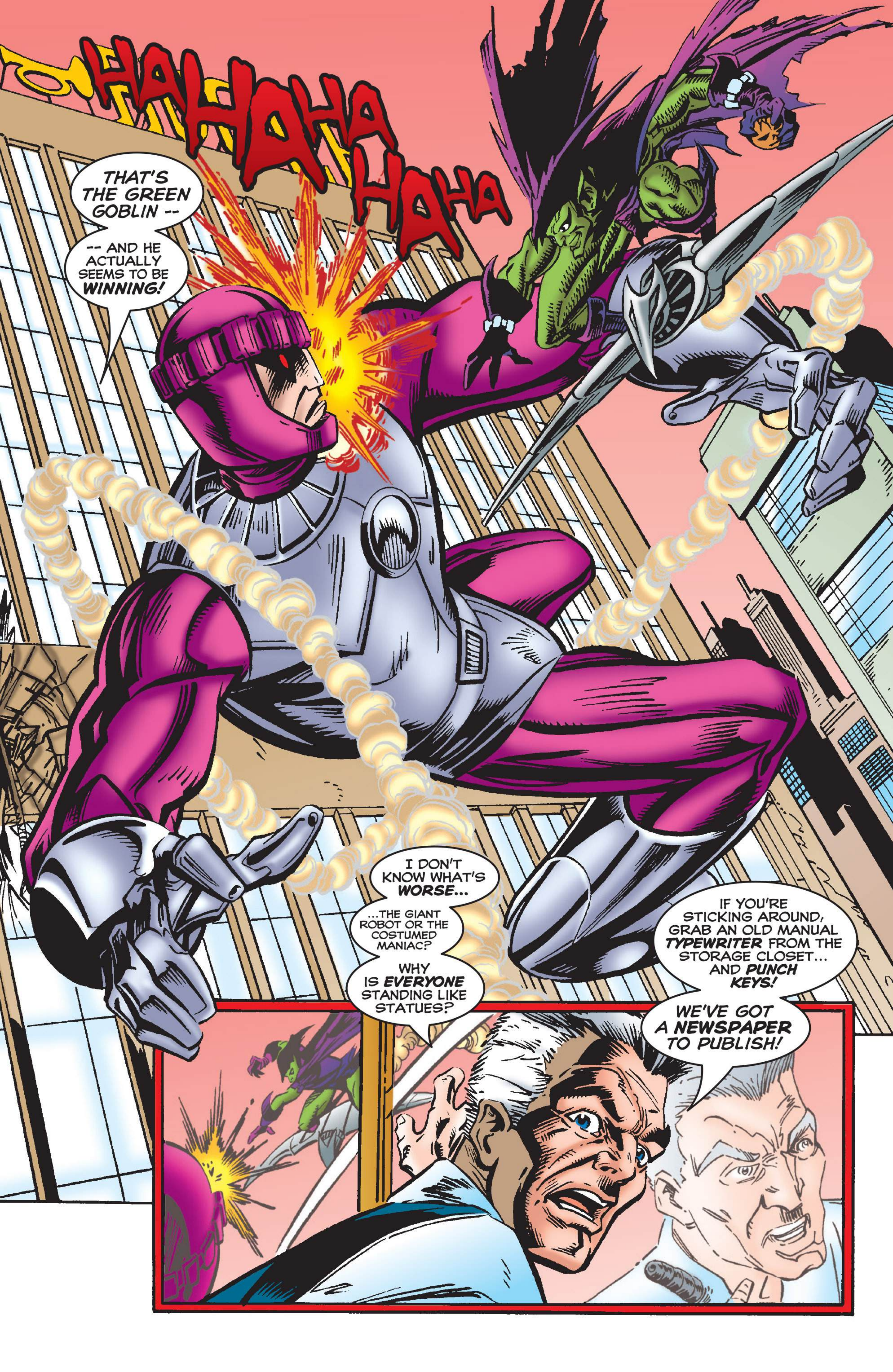
I HATE TO INTERRUPT...

BUT THERE'S A **BIG FIGHT** OUTSIDE OUR BUILDING!

WHAT?!

THAT MISERABLE **WEB-SWINGING FOOL** IS ONLY GOING TO **INCREASE** OUR DANGER BY ANTAGONIZING THE **SENTINEL!**

Uh... IT ISN'T **SPIDER-MAN**, SIR.



HA HA HA HA HA

THAT'S THE GREEN GOBLIN --

-- AND HE ACTUALLY SEEMS TO BE WINNING!

I DON'T KNOW WHAT'S WORSE...

...THE GIANT ROBOT OR THE COSTUMED MANIAC?

WHY IS **EVERYONE** STANDING LIKE STATUES?

IF YOU'RE STICKING AROUND, GRAB AN OLD MANUAL **TYPEWRITER** FROM THE STORAGE CLOSET... AND **PUNCH KEYS!**

WE'VE GOT A **NEWSPAPER** TO PUBLISH!



UPTOWN...

**STAY
BACK!**

YOU
SAVAGES
WON'T TEAR
MY PLACE
APART!

IF WE DON'T
TRASH IT... THE
SENTINELS
WILL!

HAVEN'T
YOU **HEARD**,
MAN --

IT'S
THE **END**
OF THE
WORLD!



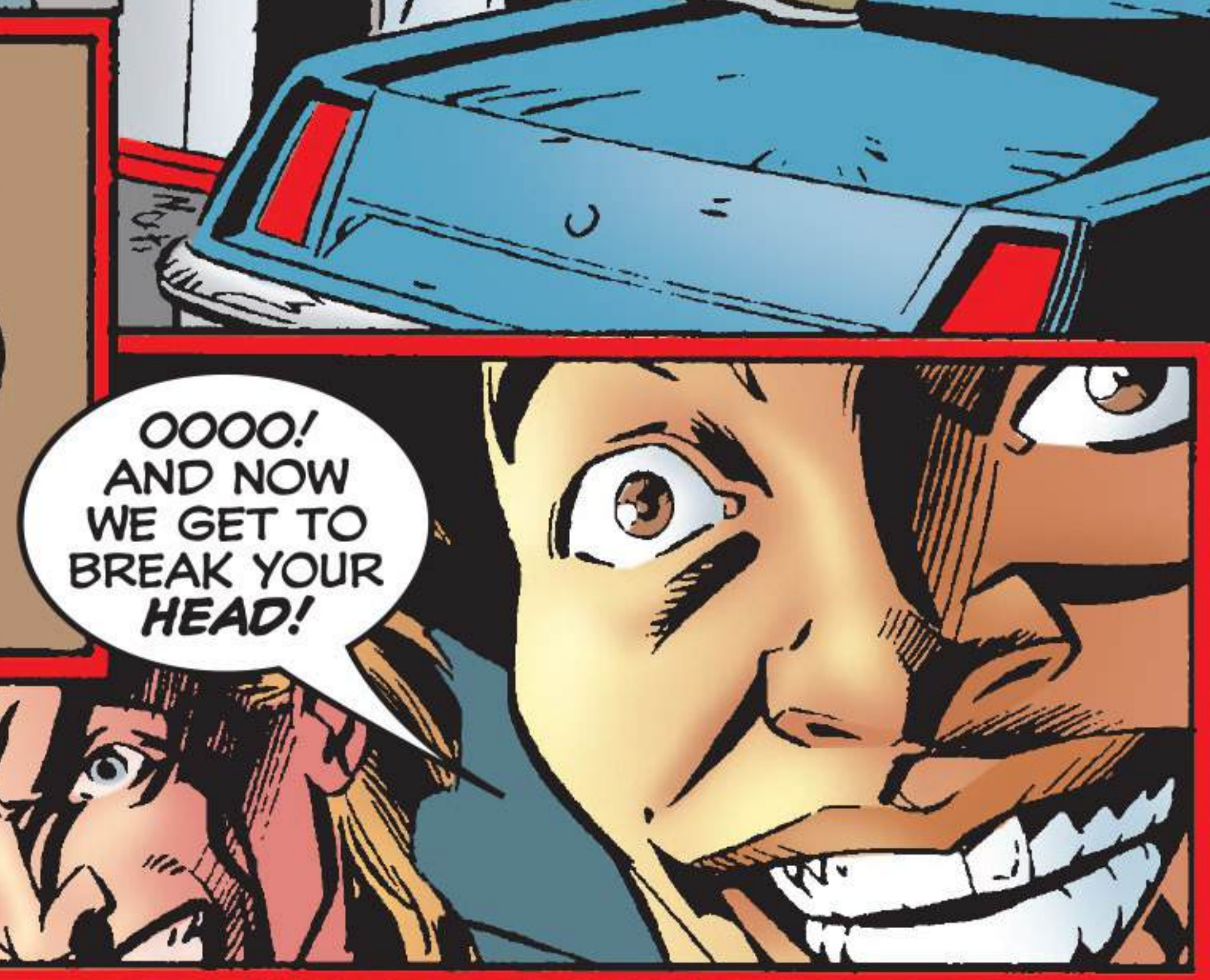
F-FORGET THE
STORE!

IT ISN'T
WORTH OUR
LIVES!



IT **IS** MY
LIFE!

I BROKE
MY **BACK**
BUILDING THIS
BUSINESS!



OOOO!
AND NOW
WE GET TO
BREAK YOUR
HEAD!

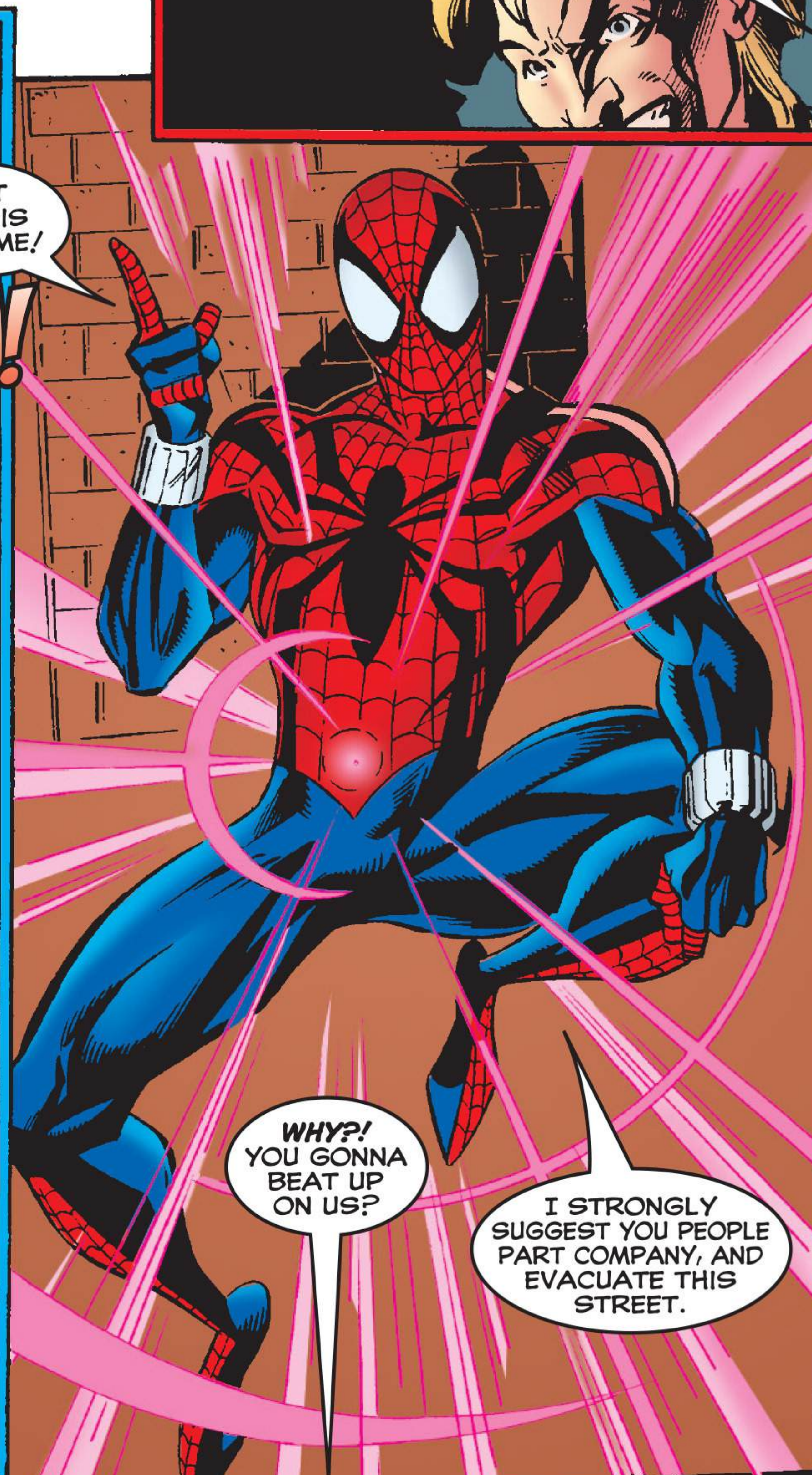


NOPE!

SORRY!

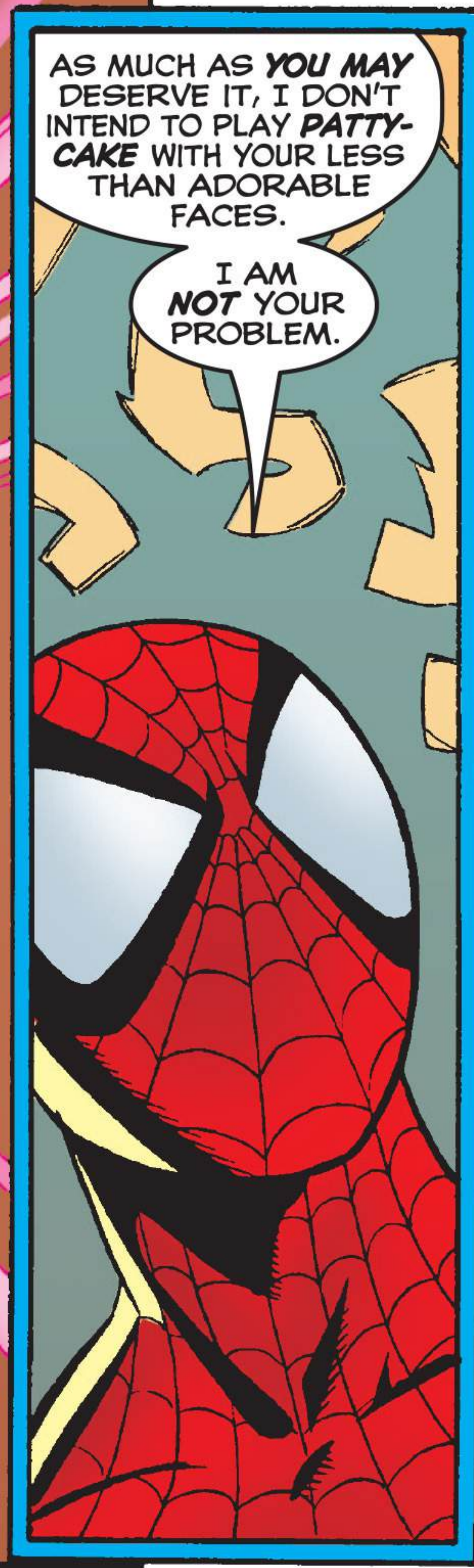
NOT
IN THIS
LIFETIME!

SPIDER-MAN!



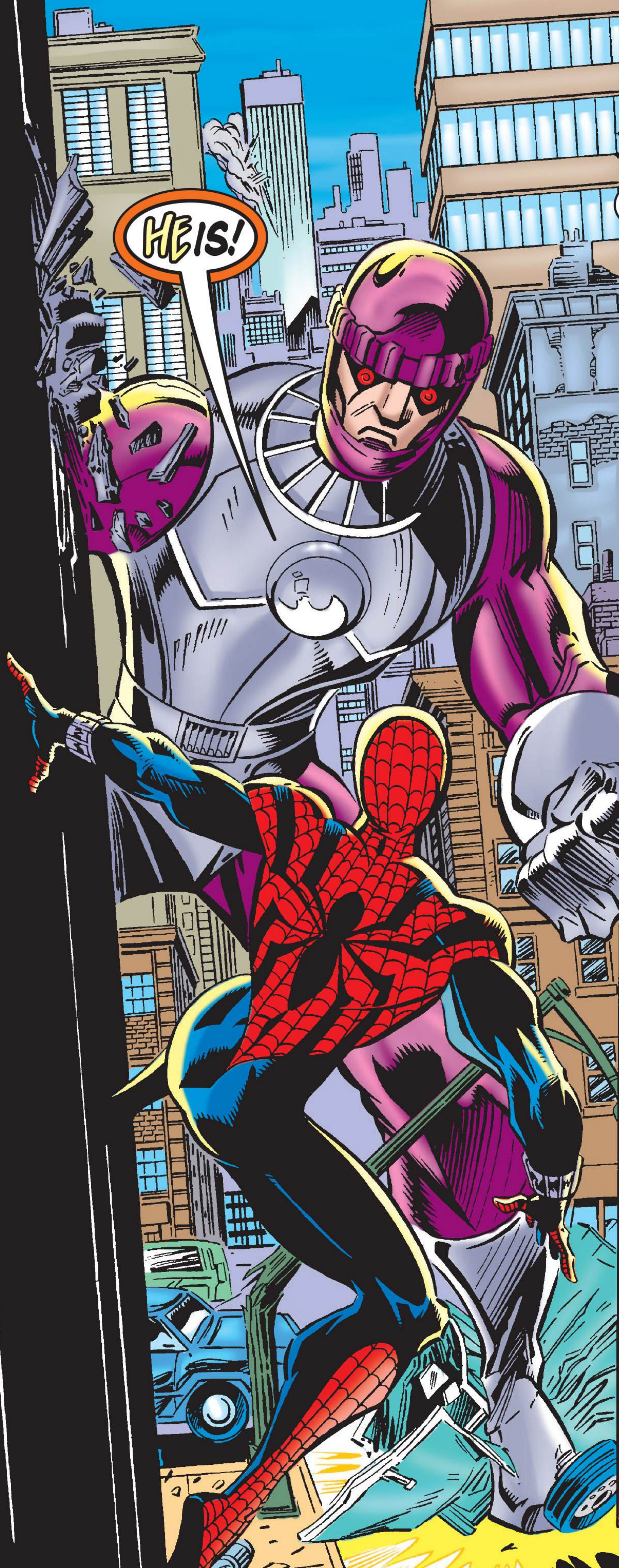
WHY?!
YOU GONNA
BEAT UP
ON US?

I STRONGLY
SUGGEST YOU PEOPLE
PART COMPANY, AND
EVACUATE THIS
STREET.



AS MUCH AS **YOU** MAY
DESERVE IT, I DON'T
INTEND TO PLAY **PATTY-
CAKE** WITH YOUR LESS
THAN ADORABLE
FACES.

I AM
NOT YOUR
PROBLEM.



HE IS!

MEANWHILE, BACK
AT THE DAILY BUGLE...

A BATTLE
AT FF HEAD-
QUARTERS!

CALLS
HIMSELF
ONSLAUGHT!

SOME
KIND OF
MUTANT!

-- AND STAY
AWAY FROM
WINDOWS!

YEAH...

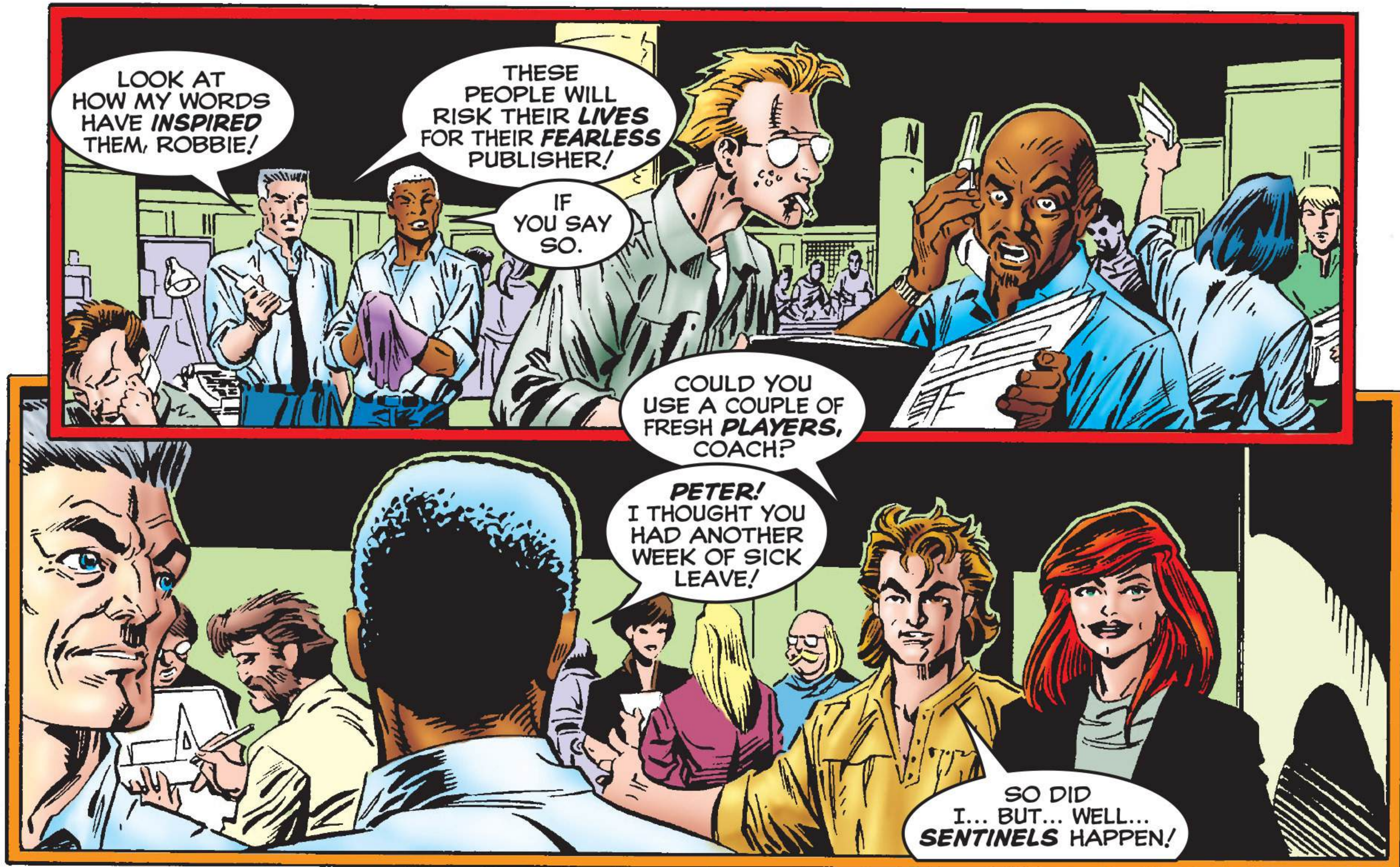
ME,
TOO!

MARLA ALL
RIGHT?

SHE WAS
LOCKED IN
HER LAB, AND
DIDN'T KNOW
THERE WAS A
PROBLEM
UNTIL I CALLED.

HOW'S
YOUR
FAMILY?

AS WELL
AS CAN BE
EXPECTED!



LOOK AT HOW MY WORDS HAVE *INSPIRED* THEM, ROBBIE!

THESE PEOPLE WILL RISK THEIR *LIVES* FOR THEIR *FEARLESS* PUBLISHER!

IF YOU SAY SO.

COULD YOU USE A COUPLE OF FRESH *PLAYERS*, COACH?

PETER! I THOUGHT YOU HAD ANOTHER WEEK OF SICK LEAVE!

SO DID I... BUT... WELL... *SENTINELS* HAPPEN!

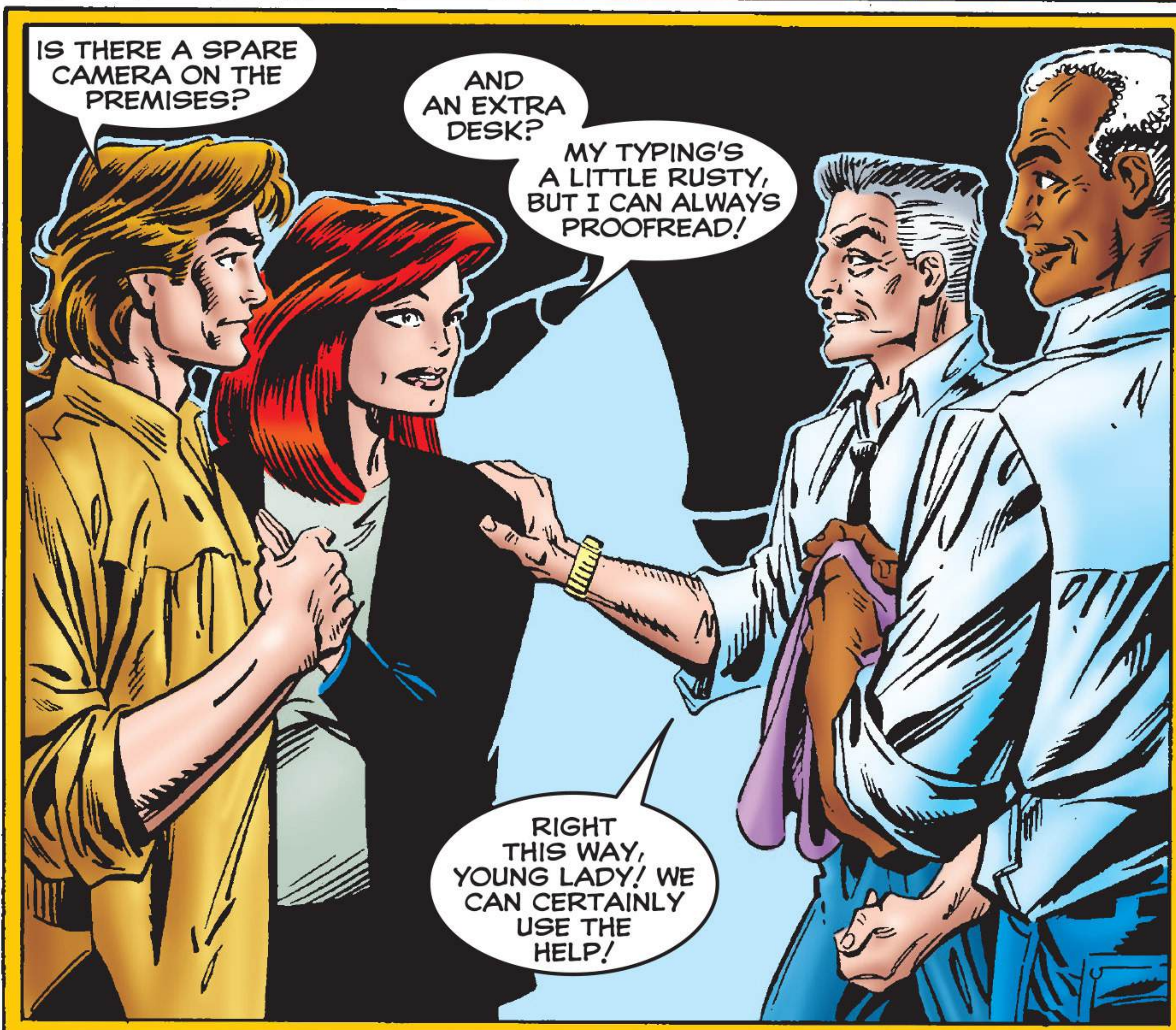


LOOK, MARY JANE, I KNOW YOU DON'T WANT ME GOING BACK OUTSIDE --

-- YOU DON'T HAVE TO EXPLAIN, TIGER.

I UNDERSTAND.

I REALLY DO.



IS THERE A SPARE CAMERA ON THE PREMISES?

AND AN EXTRA DESK?

MY TYPING'S A LITTLE RUSTY, BUT I CAN ALWAYS PROOFREAD!

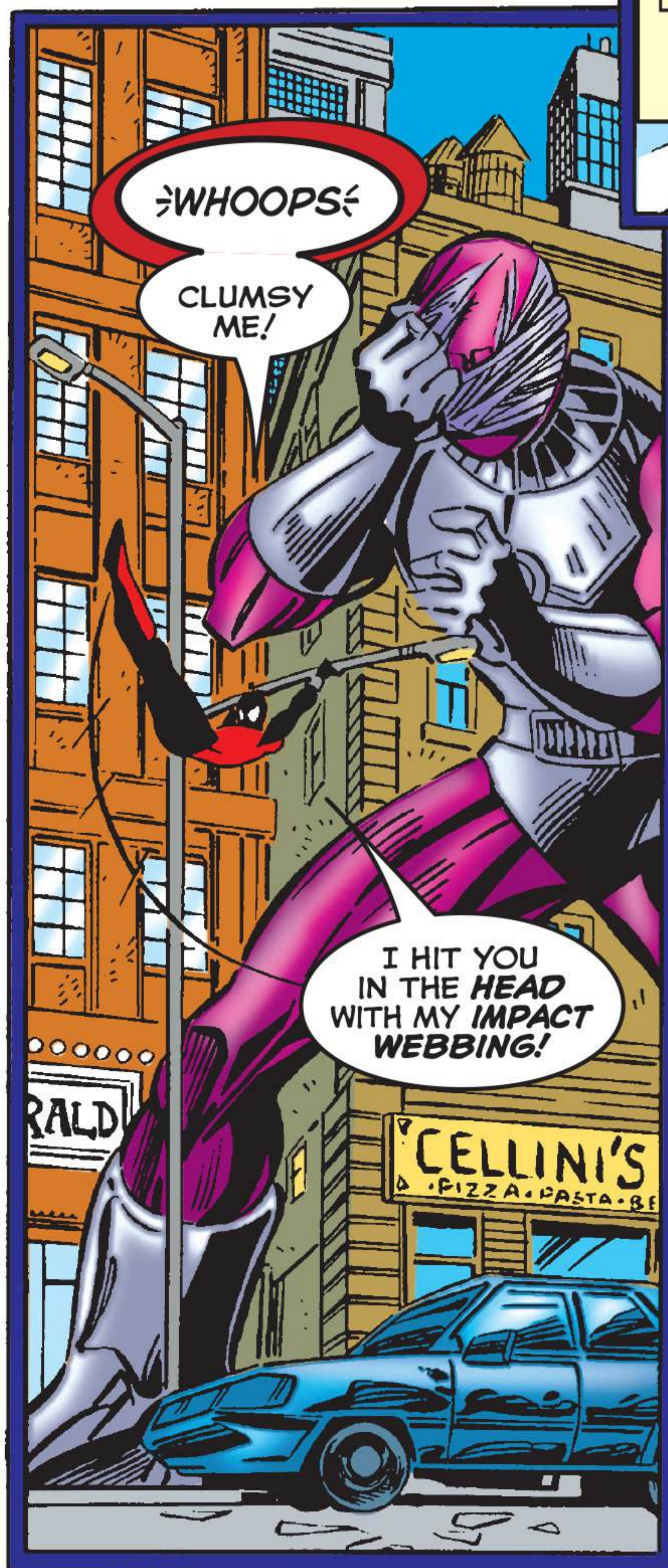
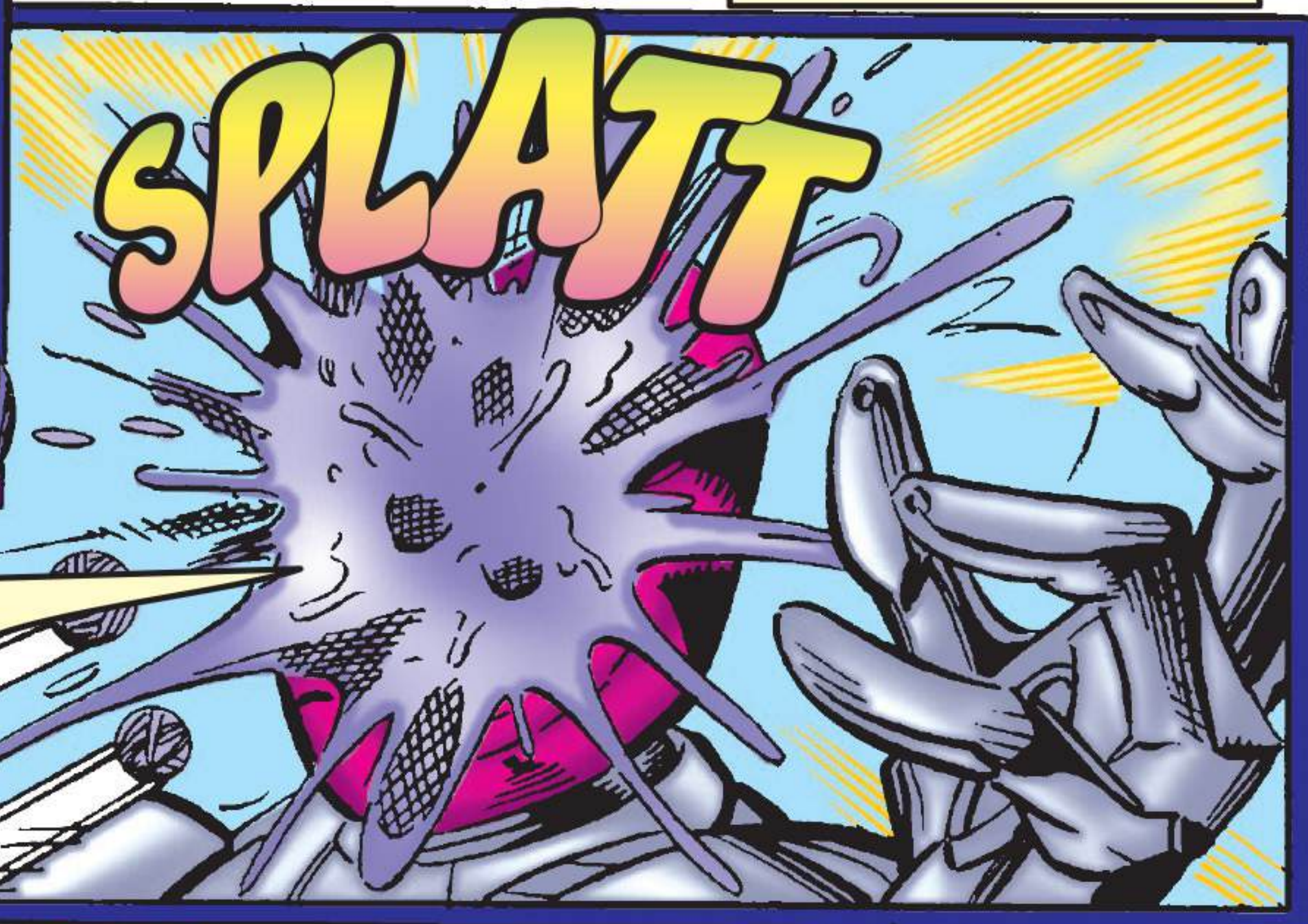
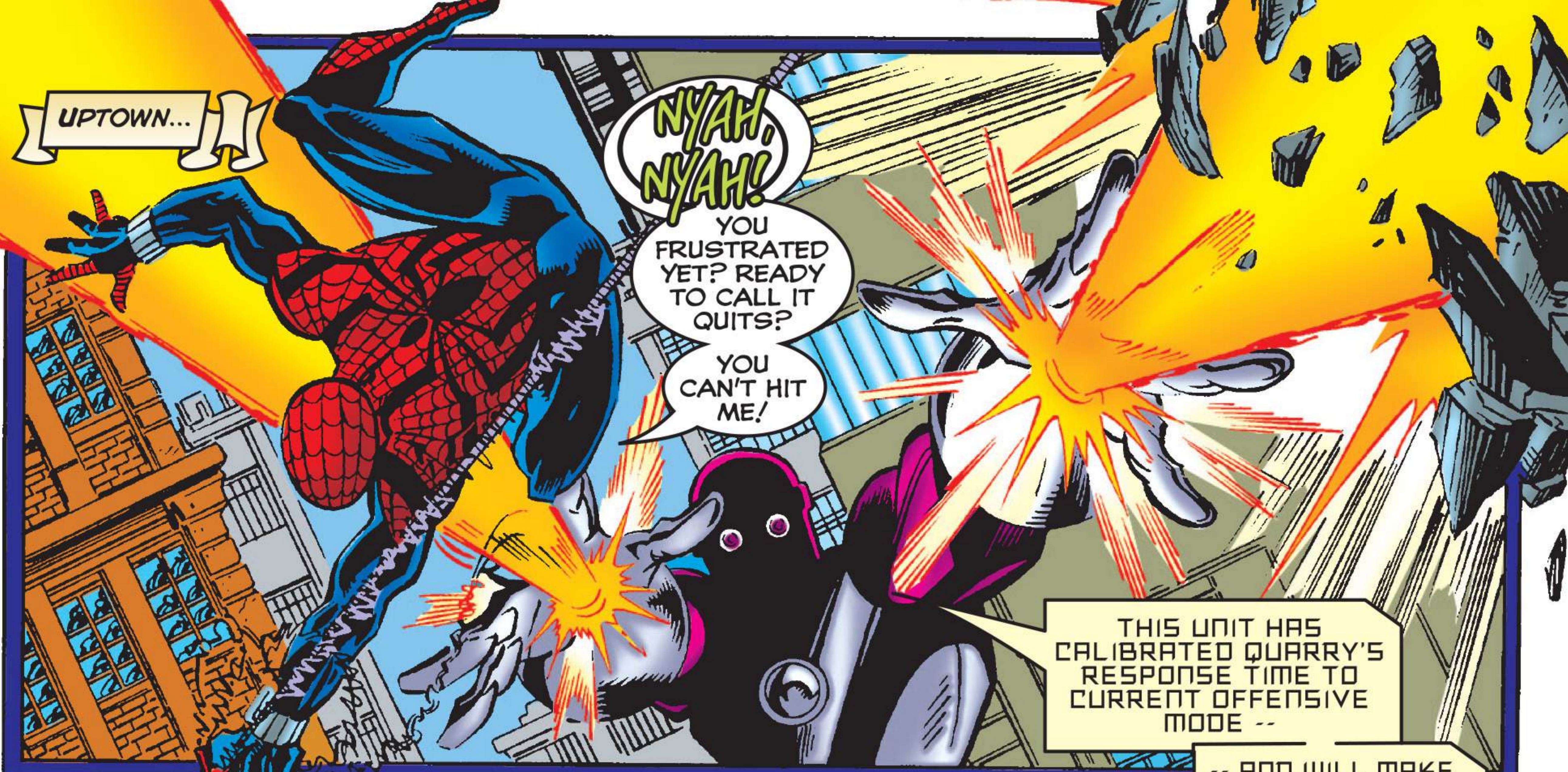
RIGHT THIS WAY, YOUNG LADY! WE CAN CERTAINLY USE THE HELP!



I'LL SEE YOU LATER, MARY JANE.



I HOPE!

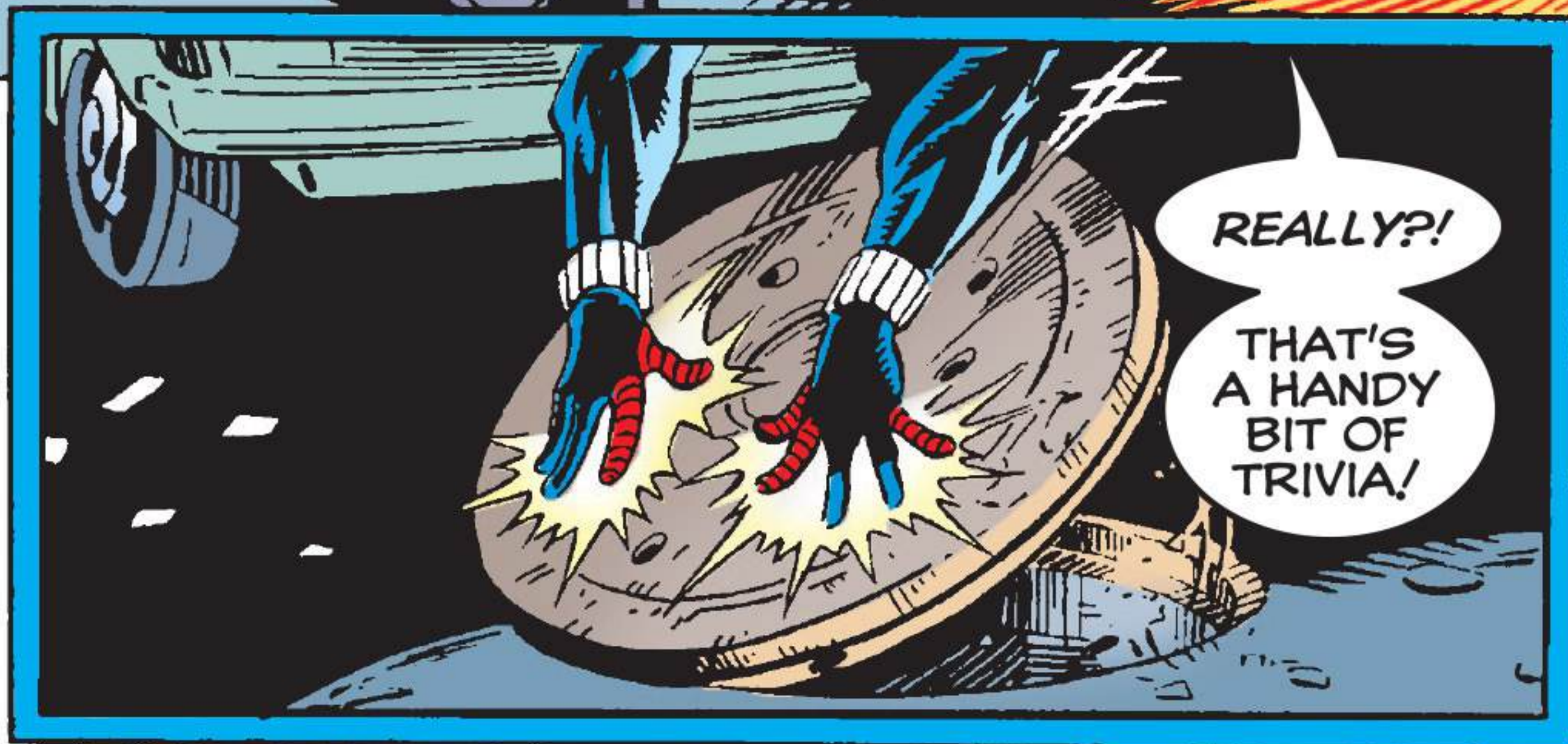




OUCH!

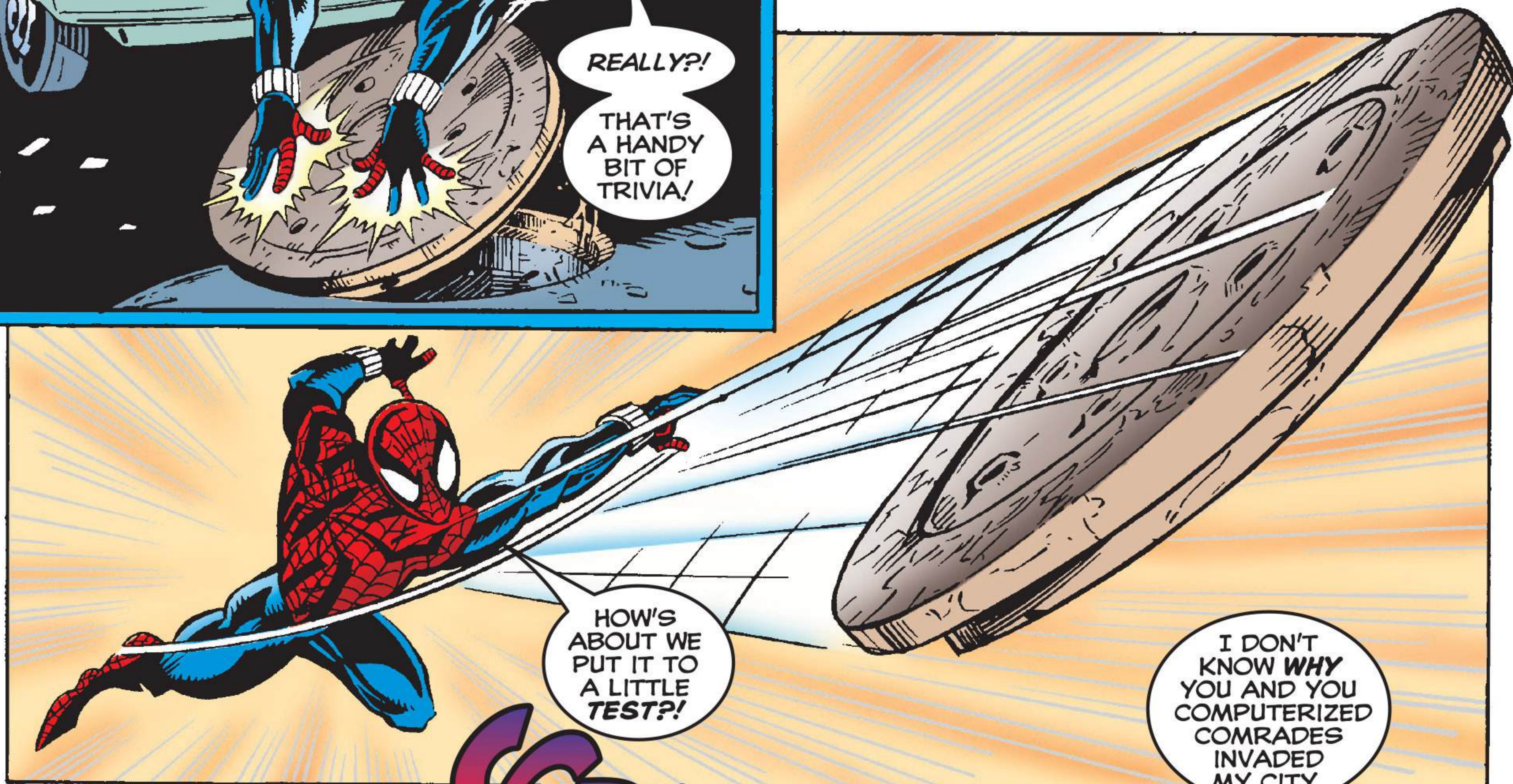
THAT'S
GOTTA
HURT!

RESUMPTION OF THIS UNIT'S
VERTICAL POSTURE IN 4.05
SECONDS FROM IMPACT.



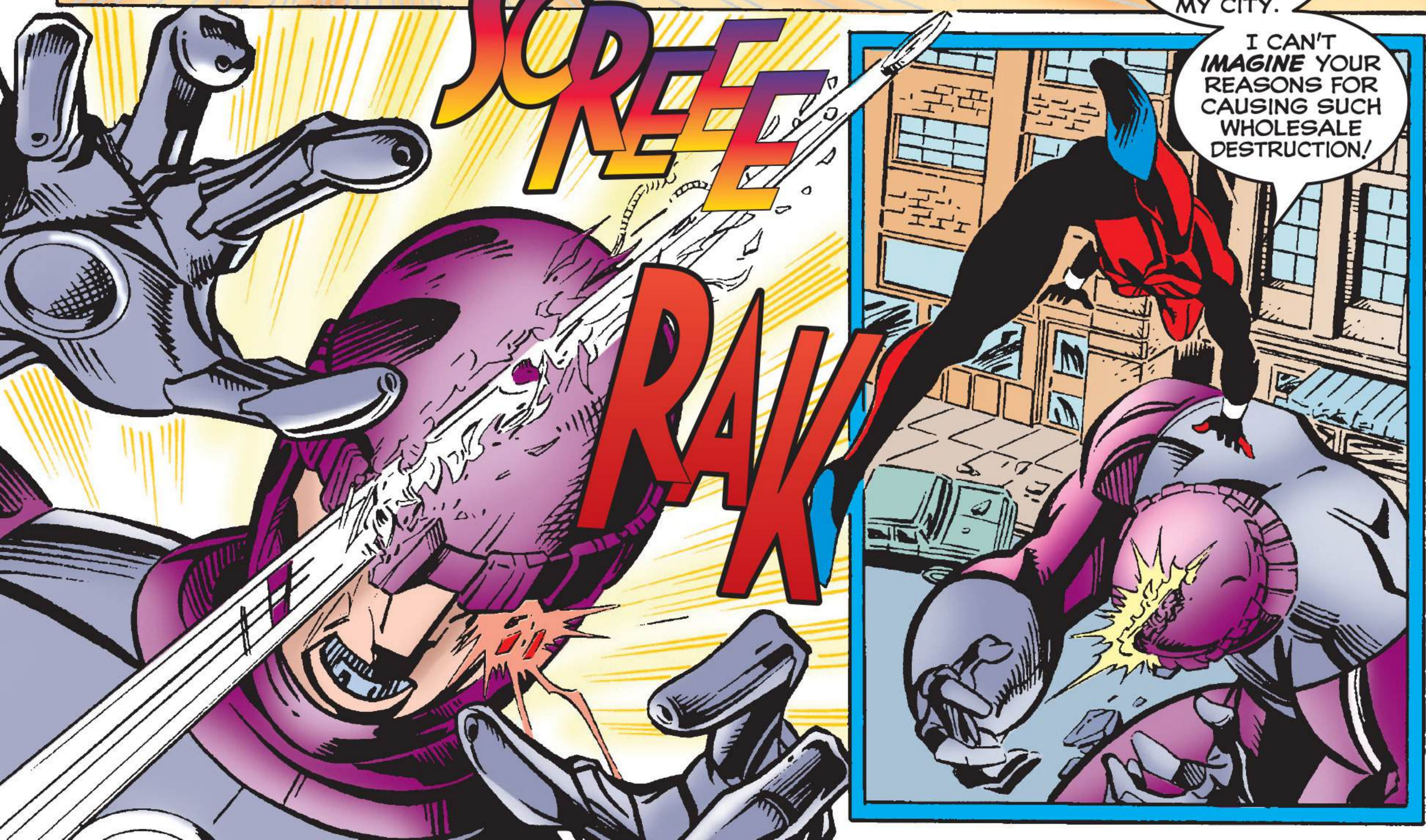
REALLY?!

THAT'S
A HANDY
BIT OF
TRIVIA!

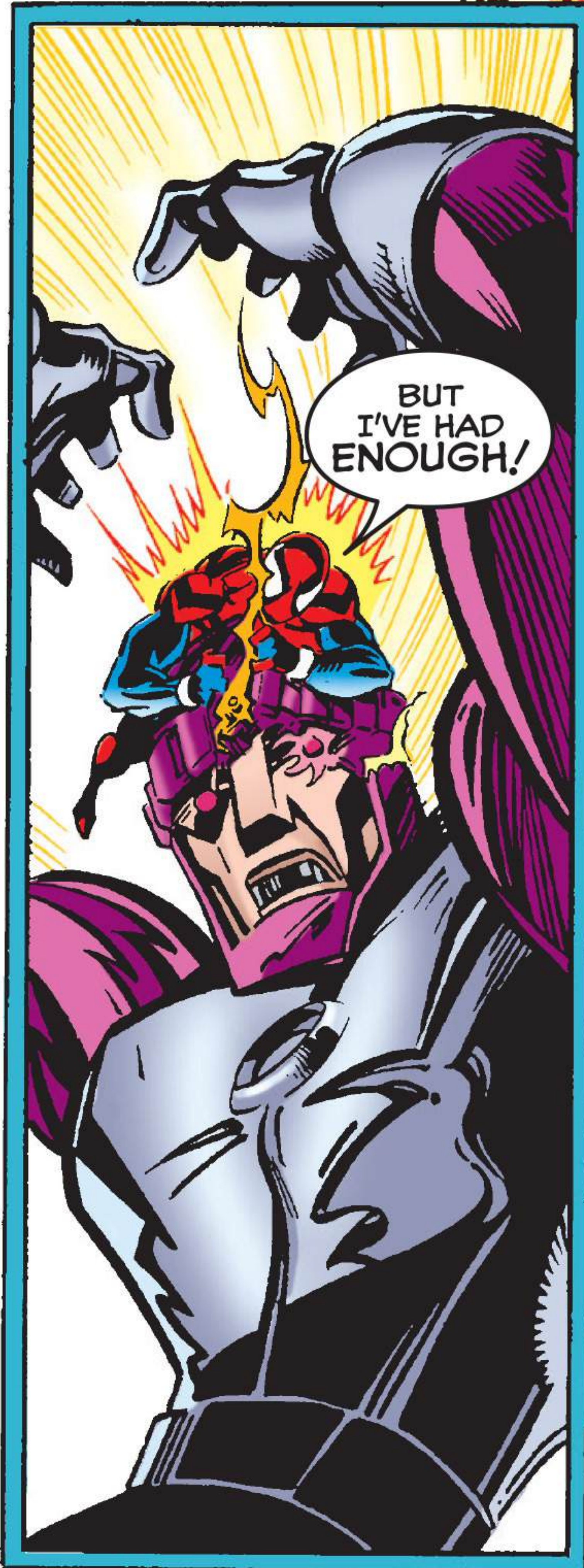


HOW'S
ABOUT WE
PUT IT TO
A LITTLE
TEST?!

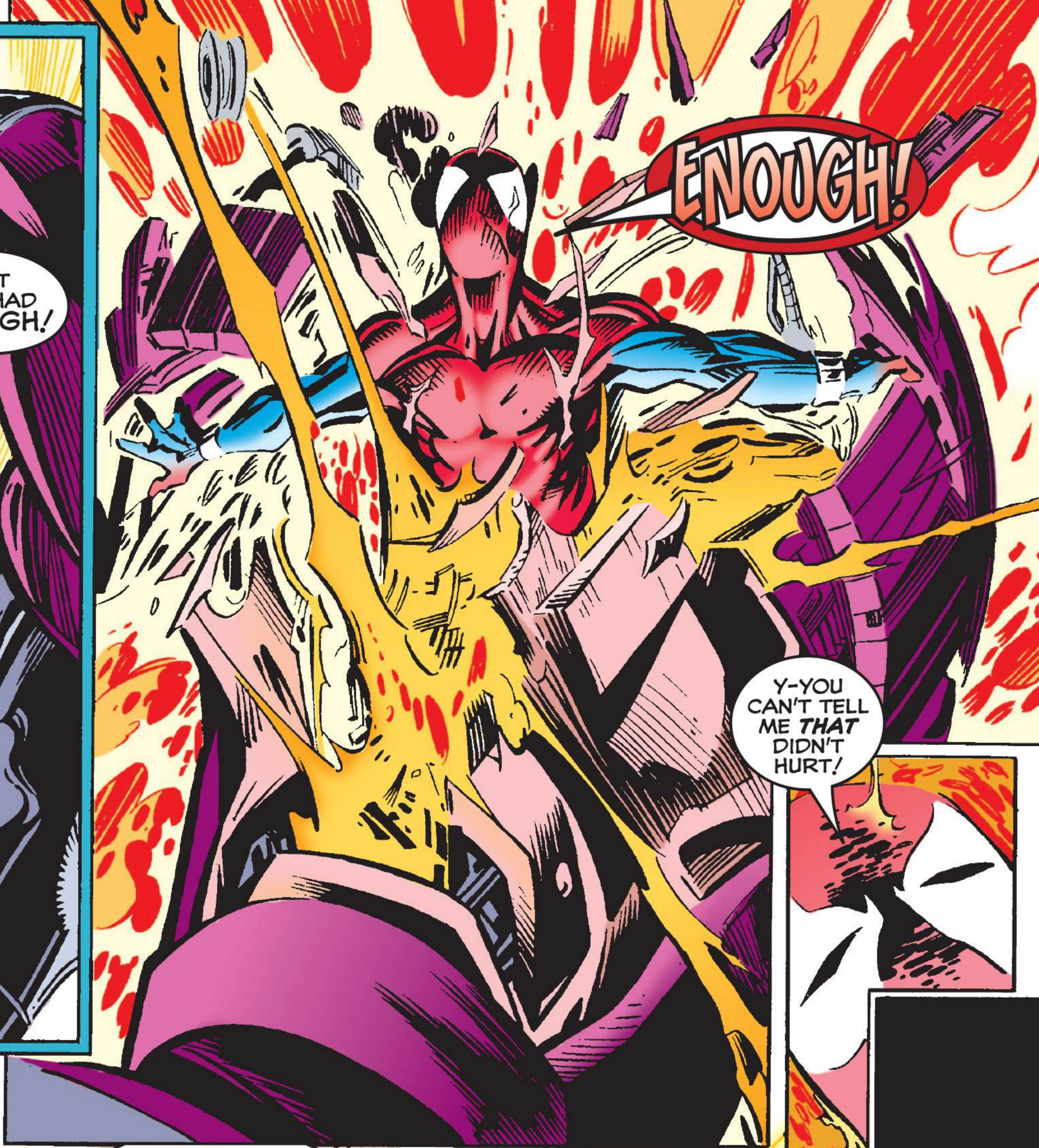
I DON'T
KNOW *WHY*
YOU AND YOU
COMPUTERIZED
COMRADES
INVADED
MY CITY.



I CAN'T
IMAGINE YOUR
REASONS FOR
CAUSING SUCH
WHOLESALE
DESTRUCTION!

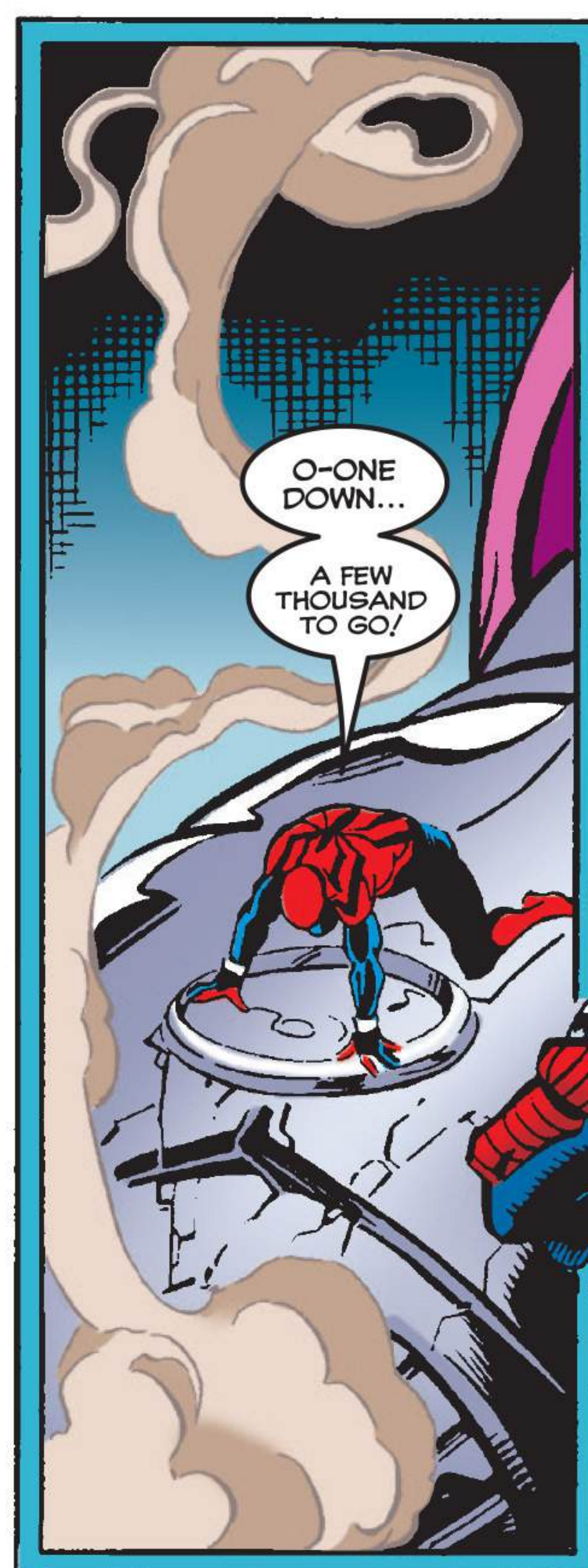


BUT
I'VE HAD
ENOUGH!



ENOUGH!

Y-YOU
CAN'T TELL
ME *THAT*
DIDN'T
HURT!



O-ONE
DOWN...

A FEW
THOUSAND
TO GO!

BUT I THINK I'M
FINALLY GETTING THE
HANG OF **SENTINEL**
SMASHING!

THE REST
OF THOSE
METAL-HEADED
MEATBALLS HAD
BETTER **WATCH**
OUT!



SPIDER-MAN
IS COMING --

-- AND I'M
NOT TAKING
PRISONERS!

THE
ONSLAUGHT
CONTINUES IN
SPIDER-MAN #72
NEXT
MONTH: AFTERMATH!

MARVEL[®]
COMICS



SPIDER-MAN[®]

SEPT '96 72

SPIDER-MAN

SPECIAL
HEROES REBORN
UPDATE INSIDE!

APPROVED
BY THE
COMICS
CODE
AUTHORITY



THIS MONTH'S
**MUST-
READ**
MARVEL COMICS

AN SLAUGHT
IMPACT **2**



LIFE USED TO BE SO SIMPLE.

I WAS PETER PARKER... THE AMAZING SPIDER-MAN.



THEN THINGS HAPPENED... THINGS CHANGED...

...AND NOW I'M CONTENT TO FILL MY WAKING HOURS AS A HUSBAND, A FATHER-TO-BE, AND A STAFF PHOTOGRAPHER FOR THE DAILY BUGLE.



NOT A BAD LIFE... REALLY.



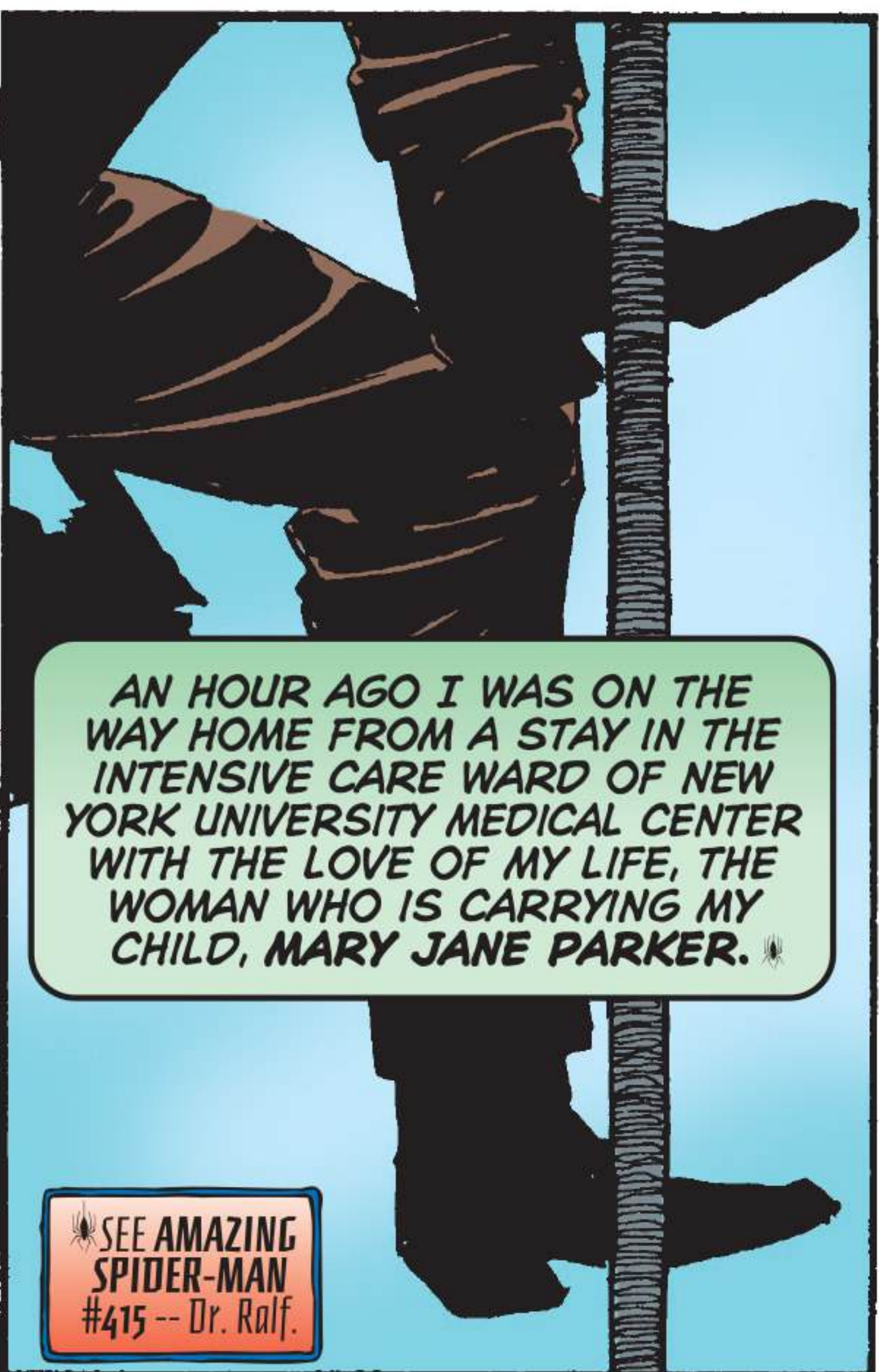
IT'S NOT LIKE LIFE HAS GOTTEN ANY LESS INTERESTING SINCE I LOST MY SPIDER-POWERS.



GUESS I SHOULDN'T SAY "LOST"... THEY HAVE STARTED COMING BACK... SPORADICALLY.



RIGHT NOW I COULD REALLY USE THE PROPORTIONATE STRENGTH OF A SPIDER, NOT TO MENTION THE WALL-CLIMBING ABILITIES.



AN HOUR AGO I WAS ON THE WAY HOME FROM A STAY IN THE INTENSIVE CARE WARD OF NEW YORK UNIVERSITY MEDICAL CENTER WITH THE LOVE OF MY LIFE, THE WOMAN WHO IS CARRYING MY CHILD, MARY JANE PARKER.

SEE AMAZING SPIDER-MAN #415 -- Dr. Ralf.



SUDDENLY, JUST WHEN WE THOUGHT THINGS WERE STARTING TO LOOK UP FOR US...



...THE WORLD'S GONE MAD!

**HOWARD
MACKIE/
JOHN
ROMITA JR./
AL
WILLIAMSON**
Story
and
Art

TOOK MARY JANE TO THE RELATIVE
SAFETY OF THE DAILY BUGLE BUILDING.
HAD TO GET AS FAR AWAY FROM
MARY JANE AS POSSIBLE.

THE SENTINELS
TARGETED ME AS
A THREAT WHEN MY
SPIDER-POWERS
CAME BACK, THEN
LEFT ME ALONE
WHEN THE POWERS
FADED.

CAN'T RISK
BEING NEAR HER
AND THE BABY
WHEN MY POWERS
DECIDE TO KICK
BACK IN.

**RICHARD
STARKINGS&
COMICRAFT** Lettering
KEVIN TINSLEY Colors
MALIBU Enhancement
RALPH MACCHIO
Editor
BOB HARRAS
Chief

I THINK I REMEMBER
READING IN THE BUGLE
THAT THE SENTINELS WERE
ORIGINALLY DESIGNED TO
"PROTECT THE HUMAN RACE
FROM THE MUTANT MENACE."

WELL, OBVIOUSLY, SOMEONE'S
CROSSED THEIR WIRES, BECAUSE
I DON'T SEE A WHOLE LOT OF
PROTECTING GOING ON.

SO, FOR NOW, ALL I
CAN DO IS STAND HERE
AND SNAP PICTURES WHILE
THESE GIANT ROBOTS
TERRORIZE THE CITY...

... AND HOPE THAT MY
SPIDER-POWERS COME
BACK IN TIME FOR ME
TO MAKE A DIFFERENCE.

LIKE I
SAID...

... LIFE USED TO
BE SO SIMPLE.

YOU GUESSED IT --
IN ASM#415--
Repetitive Ralf.



WHOA!

GETTING A MAJOR BUZZ CUTTING THROUGH MY HEAD.

THAT WOULD BE MY SPIDER-SENSE RETURNING.

WHICH MEANS --

SPIDER-MAN!

IT DOES FEEL WEIRD TO BE WATCHING HIM FROM THE SIDELINES.

IT WASN'T TOO LONG AGO THAT IT WOULD'VE BEEN ME WEARING THE WEBS.



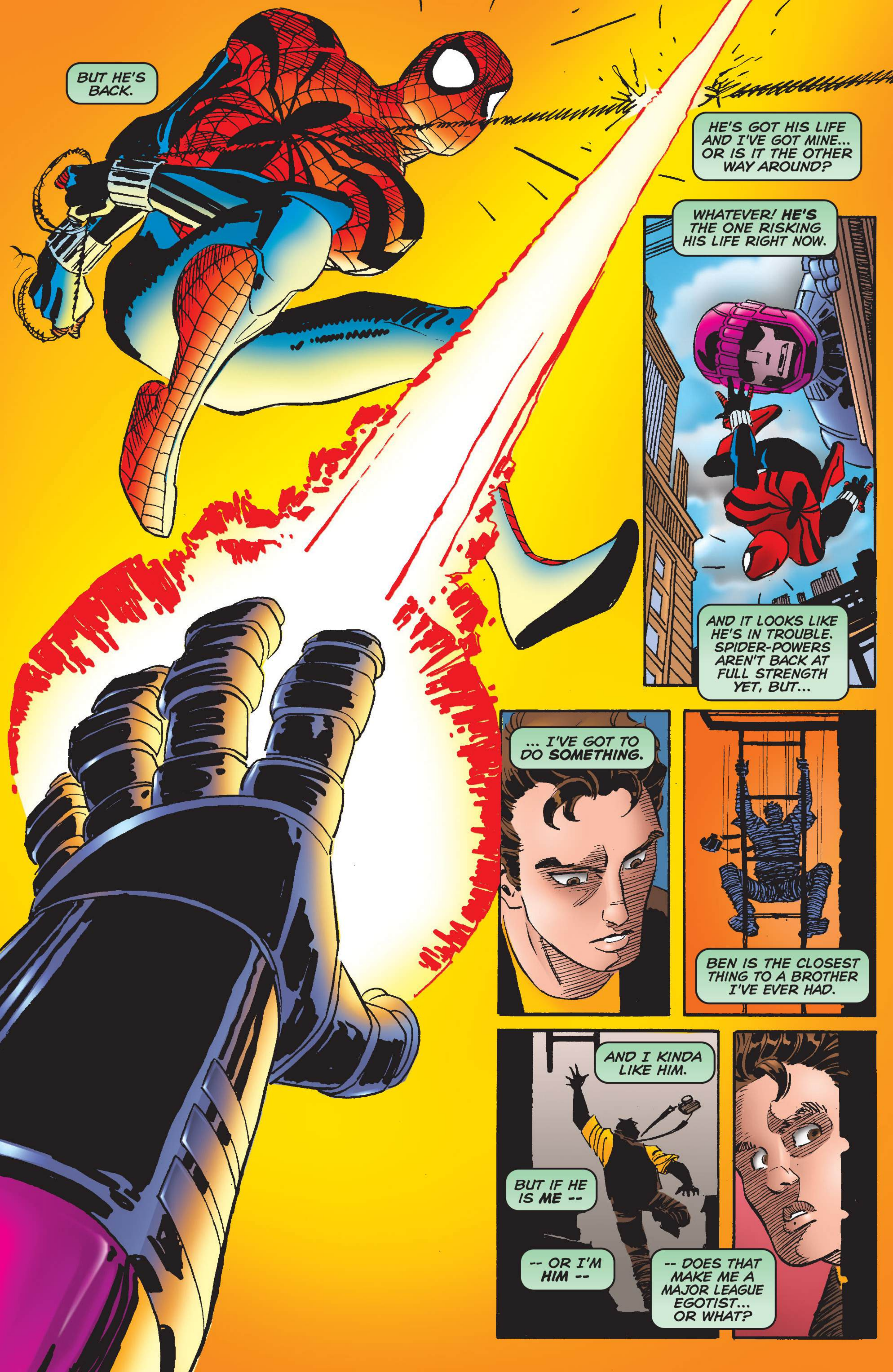
FOR FIVE YEARS IT WAS ME.

THEN THE MAN CALLING HIMSELF BEN REILLY CAME BACK AND TURNED THE LIFE I THOUGHT WAS MINE UPSIDE DOWN.

THAT'S WHEN I FOUND OUT I WAS NOTHING MORE THAN A CLONE OF THE MAN I BELIEVED MYSELF TO BE.

A CLONE OF HIM.





BUT HE'S
BACK.

HE'S GOT HIS LIFE
AND I'VE GOT MINE...
OR IS IT THE OTHER
WAY AROUND?

WHATEVER! HE'S
THE ONE RISKING
HIS LIFE RIGHT NOW.

AND IT LOOKS LIKE
HE'S IN TROUBLE.
SPIDER-POWERS
AREN'T BACK AT
FULL STRENGTH
YET, BUT...

... I'VE GOT TO
DO SOMETHING.

BEN IS THE CLOSEST
THING TO A BROTHER
I'VE EVER HAD.

AND I KINDA
LIKE HIM.

BUT IF HE
IS ME --

-- OR I'M
HIM --

-- DOES THAT
MAKE ME A
MAJOR LEAGUE
EGOTIST...
OR WHAT?

WAY TO
GO, BEN!

DON'T LET THOSE
OVERGROWN TIN MEN
KEEP YOU DOWN!

BUT A
COMPACT
CAR? THAT'S
THE BEST YOU
COULD DO?

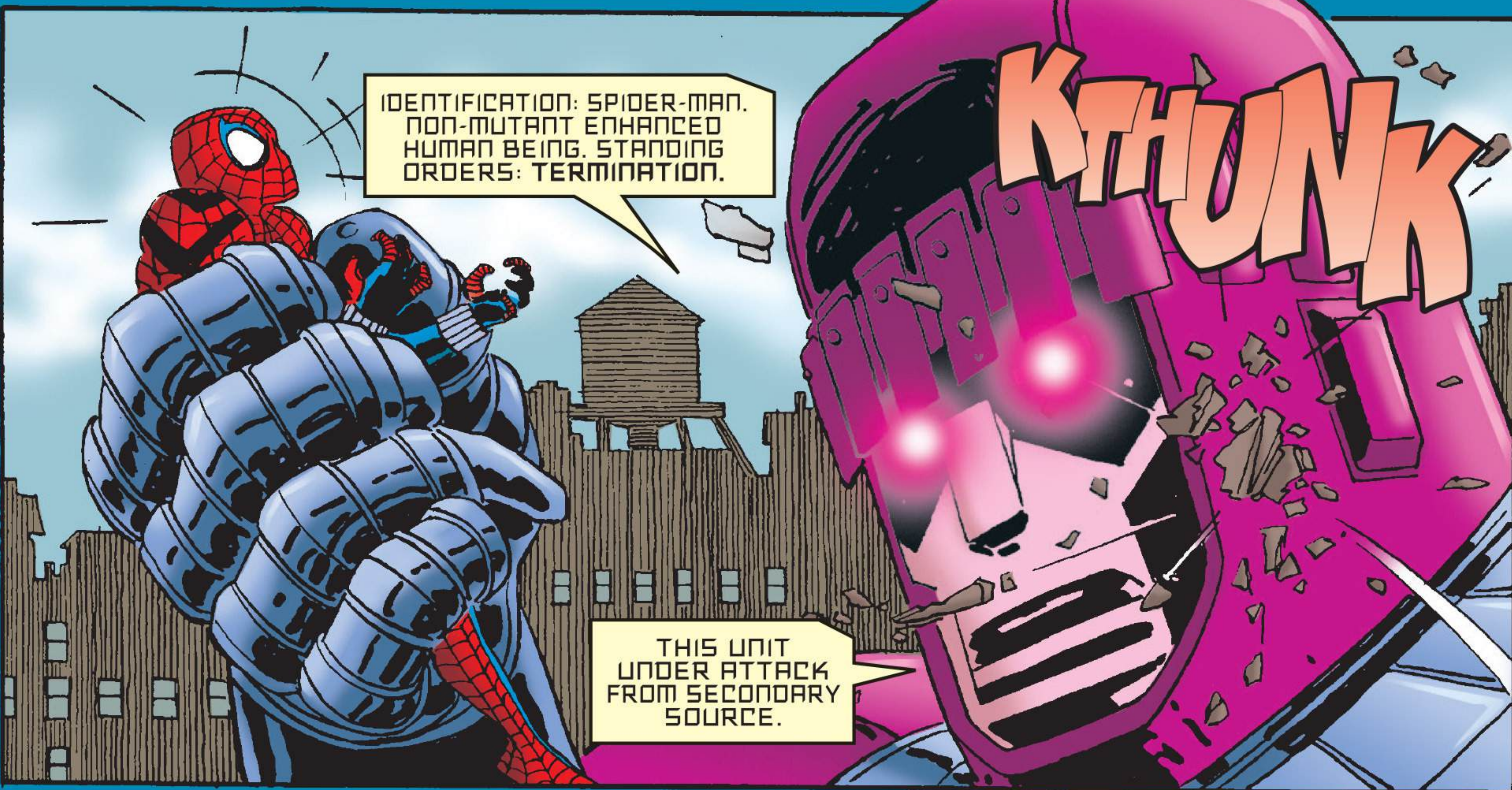
WHEN I WAS
SPIDER-MAN,
I SETTLED FOR
NOTHING LESS
THAN A STRETCH
LIMO! THEY HAVE A
LITTLE MORE HEFT.

BUT I GUESS A LITTLE
WIMPY CAR CAN GET
YOUR POINT ACROSS
JUST AS WELL.

OR
NOT!

LOOKS LIKE THERE
ARE JUST TOO MANY
OF THE BIG GUYS
FOR YOU, BUDDY.

SO...

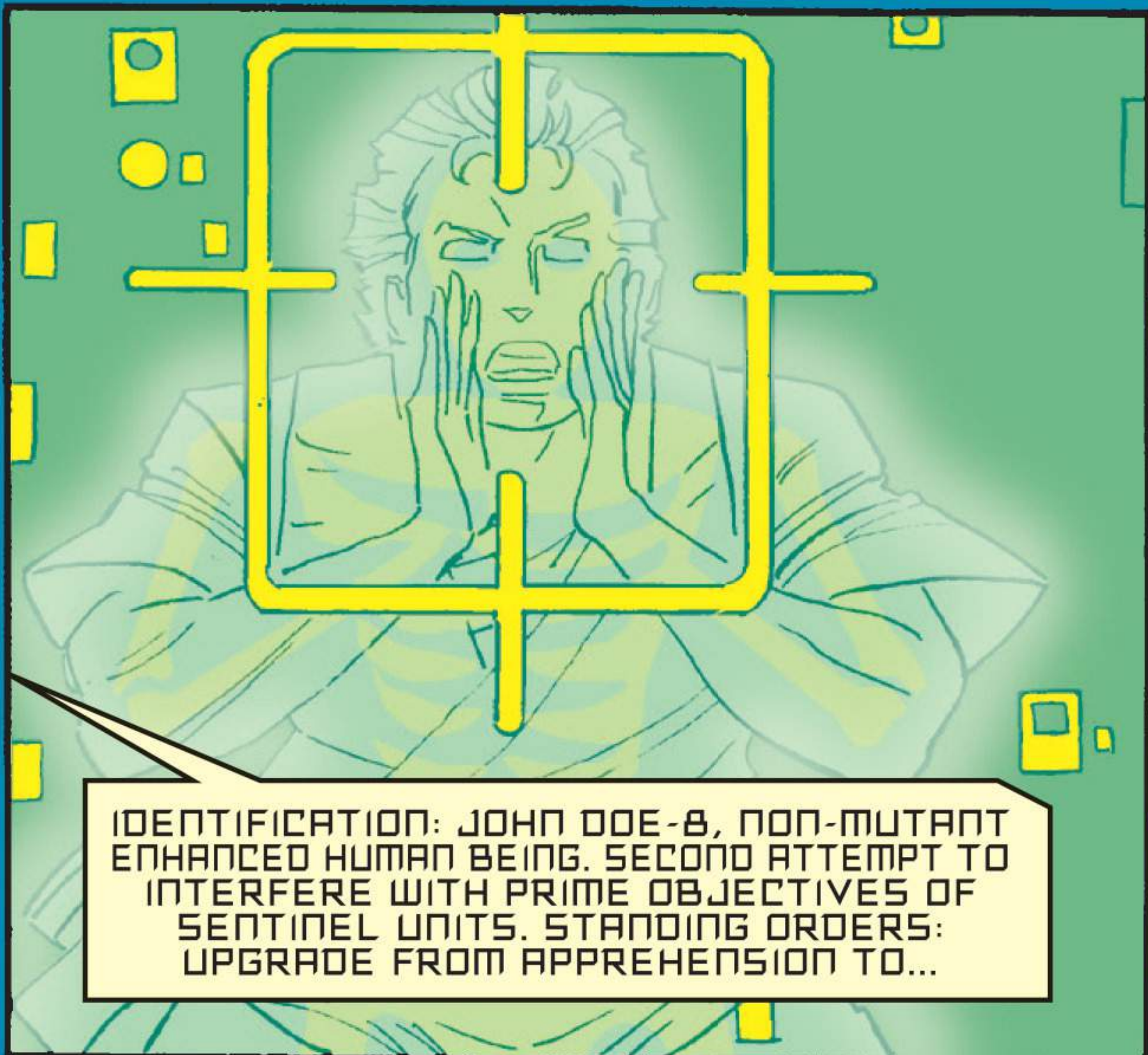


IDENTIFICATION: SPIDER-MAN.
NON-MUTANT ENHANCED
HUMAN BEING. STANDING
ORDERS: TERMINATION.

THIS UNIT
UNDER ATTACK
FROM SECONDARY
SOURCE.



THAT'S
RIGHT, YOU
OZ REJECT,
I'M DOWN
HERE!



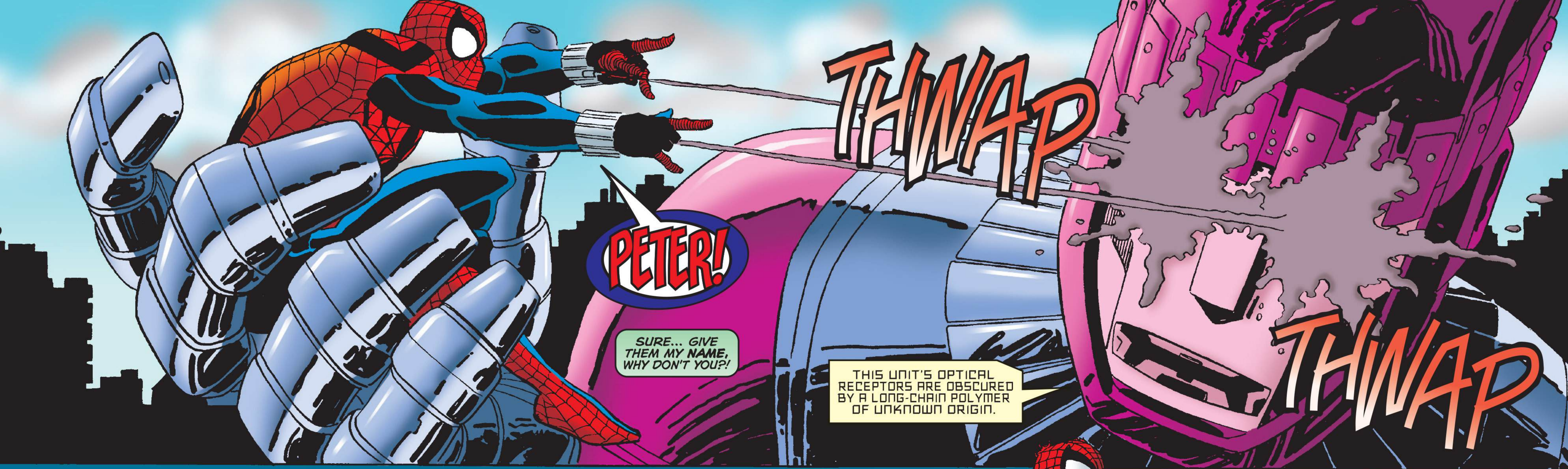
IDENTIFICATION: JOHN DOE-B, NON-MUTANT
ENHANCED HUMAN BEING. SECOND ATTEMPT TO
INTERFERE WITH PRIME OBJECTIVES OF
SENTINEL UNITS. STANDING ORDERS:
UPGRADE FROM APPREHENSION TO...



...TERMINATION.

LOOKS LIKE I'VE
GOT HIS ATTENTION.

LUCKY
ME.



PETER!

SURE... GIVE THEM MY NAME, WHY DON'T YOU?!

THIS UNIT'S OPTICAL RECEPTORS ARE OBSCURED BY A LONG-CHAIN POLYMER OF UNKNOWN ORIGIN.

THWAP

THWAP

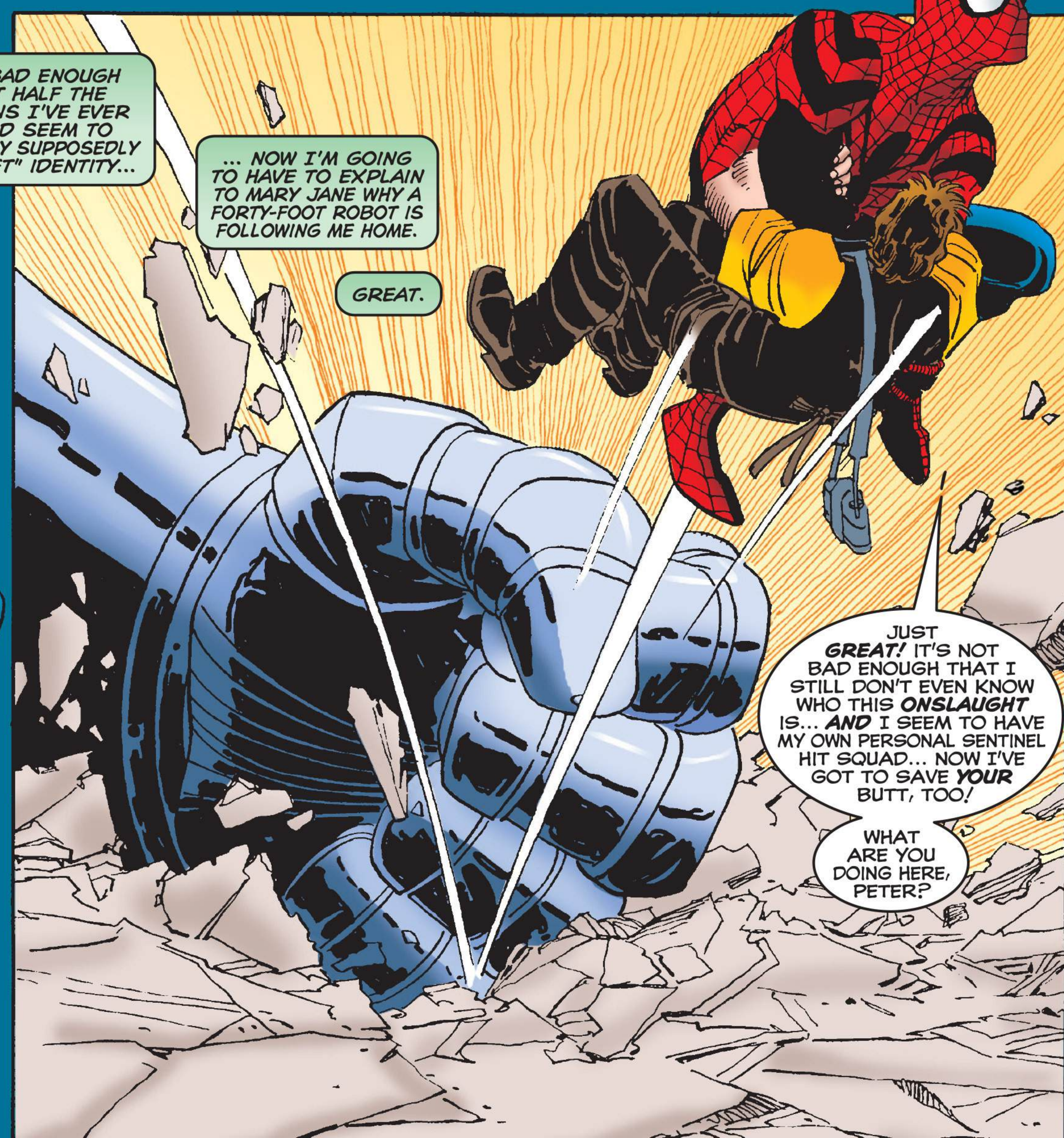


WAS THAT NOT MY INTENT?

IT'S BAD ENOUGH THAT HALF THE VILLAINS I'VE EVER FACED SEEM TO KNOW MY SUPPOSEDLY "SECRET" IDENTITY...

... NOW I'M GOING TO HAVE TO EXPLAIN TO MARY JANE WHY A FORTY-FOOT ROBOT IS FOLLOWING ME HOME.

GREAT.



JUST GREAT! IT'S NOT BAD ENOUGH THAT I STILL DON'T EVEN KNOW WHO THIS **ONSLAUGHT** IS... AND I SEEM TO HAVE MY OWN PERSONAL SENTINEL HIT SQUAD... NOW I'VE GOT TO SAVE **YOUR** BUTT, TOO!

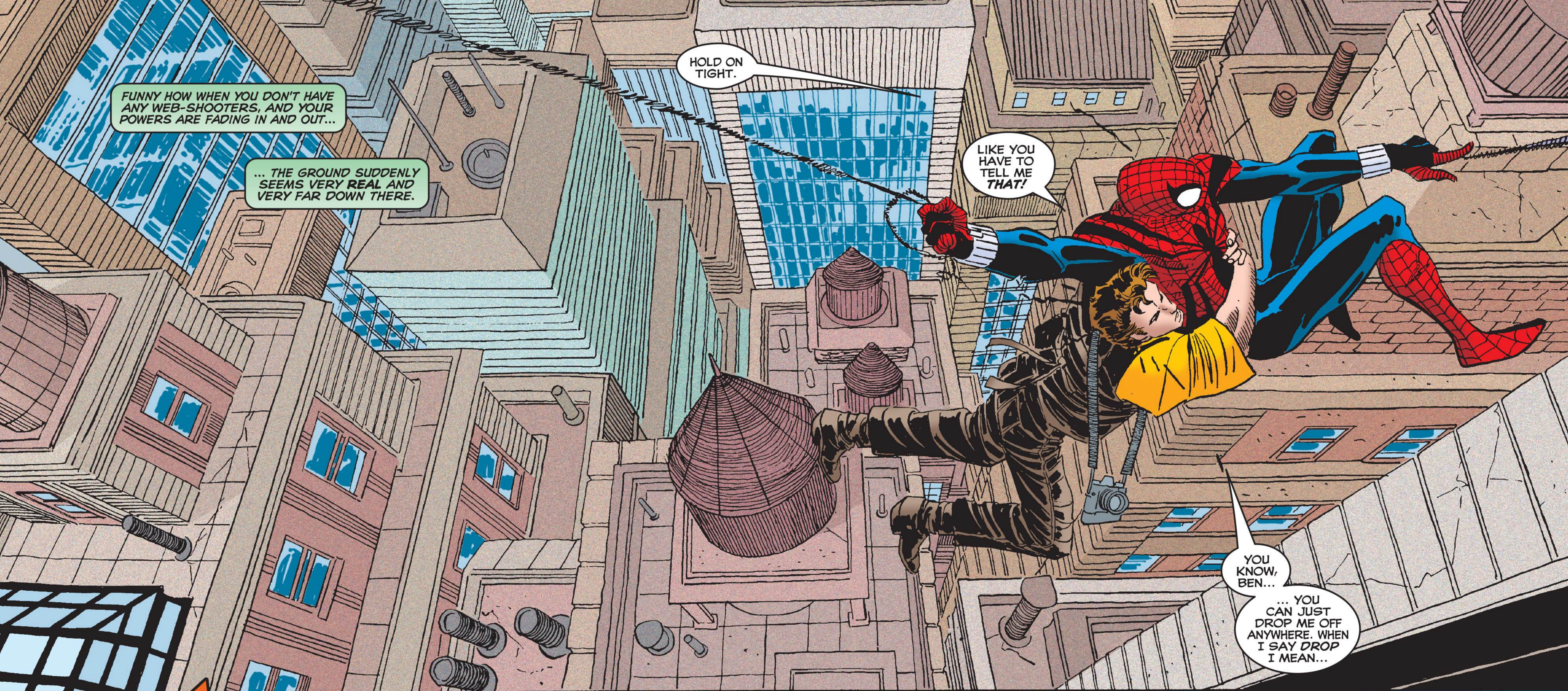
WHAT ARE YOU DOING HERE, PETER?



WOULD YOU BELIEVE JUST TRYING TO LEND A HELPING HAND TO MY BIG BROTHER?

WONDERFUL.

LET'S GET YOU SOMEPLACE SAFE.



FUNNY HOW WHEN YOU DON'T HAVE ANY WEB-SHOOTERS, AND YOUR POWERS ARE FADING IN AND OUT...

... THE GROUND SUDDENLY SEEMS VERY REAL AND VERY FAR DOWN THERE.

HOLD ON TIGHT.

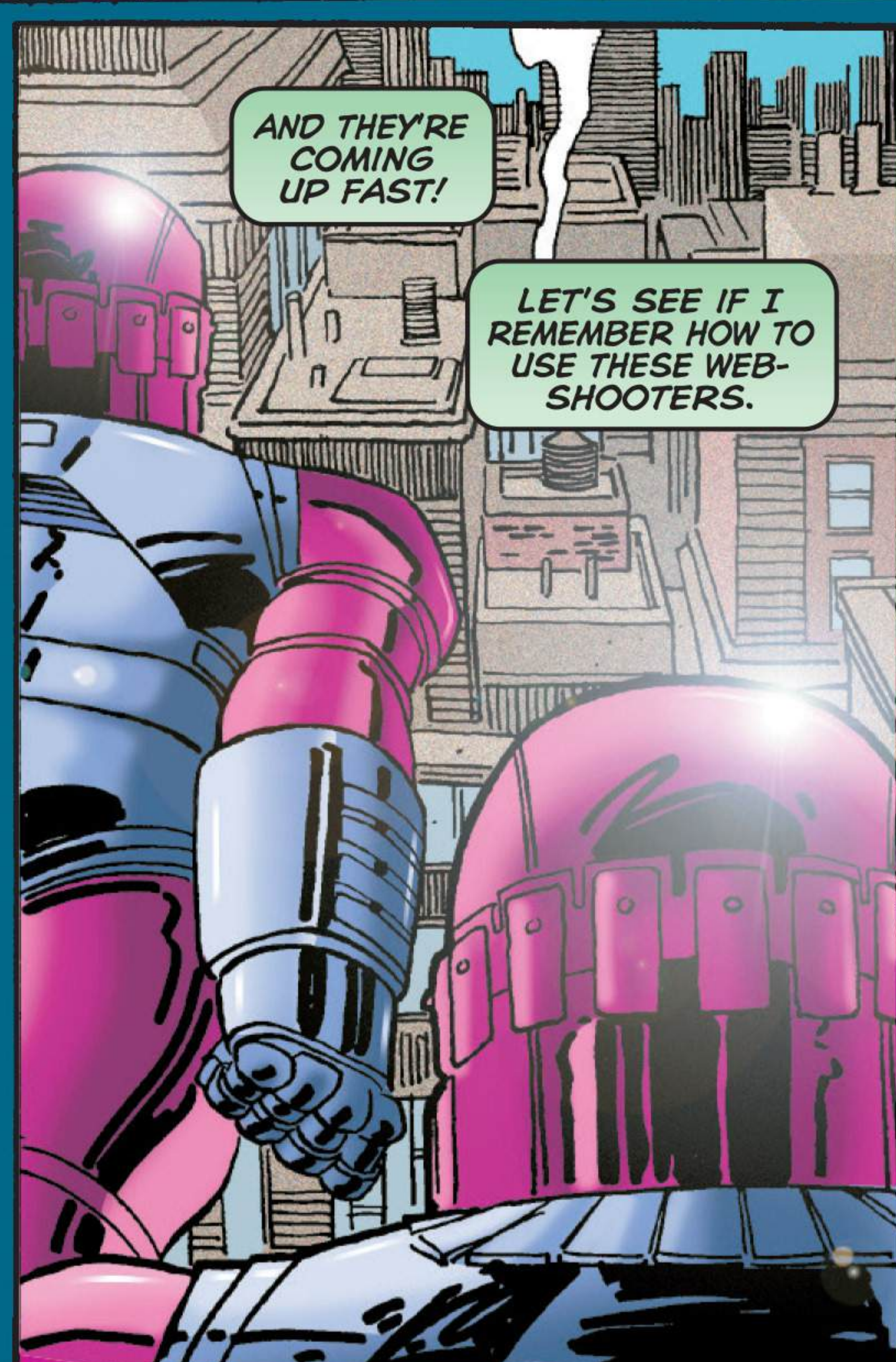
LIKE YOU HAVE TO TELL ME THAT!

YOU KNOW, BEN...

... YOU CAN JUST DROP ME OFF ANYWHERE. WHEN I SAY DROP I MEAN...



HE'S HIT! UNCONSCIOUS AND DROPPING LIKE A STONE.



AND THEY'RE COMING UP FAST!

LET'S SEE IF I REMEMBER HOW TO USE THESE WEB-SHOOTERS.



A FINGER HERE.



A "THWIP" THERE.



AND VOILA... A WEB-CHUTE.



HEY! IT'S DARK IN HERE!

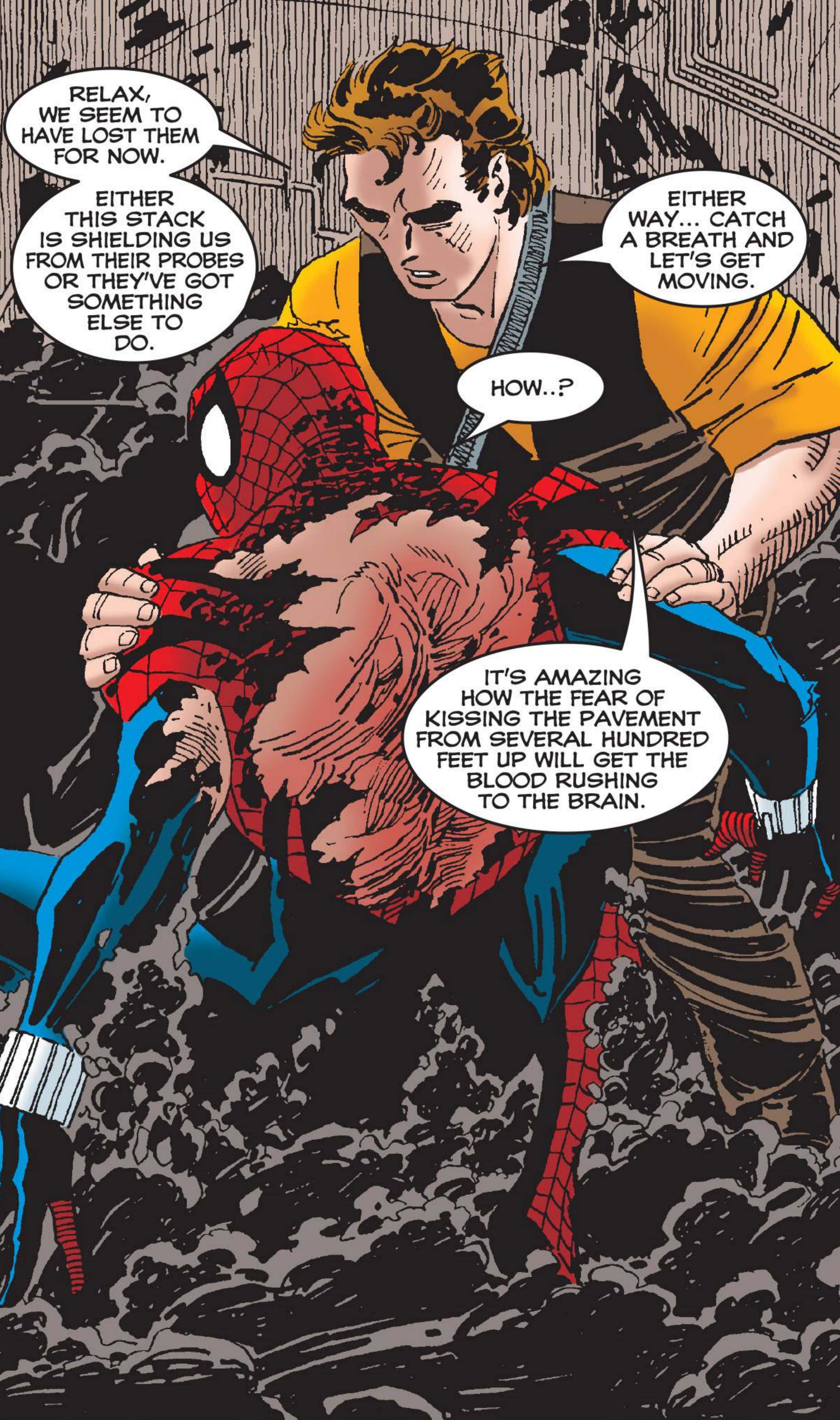


HE'S COMING
AROUND.



GOOD. I
DON'T THINK
WE'VE GOT
MUCH TIME.

WHERE
THE --?



RELAX,
WE SEEM TO
HAVE LOST THEM
FOR NOW.

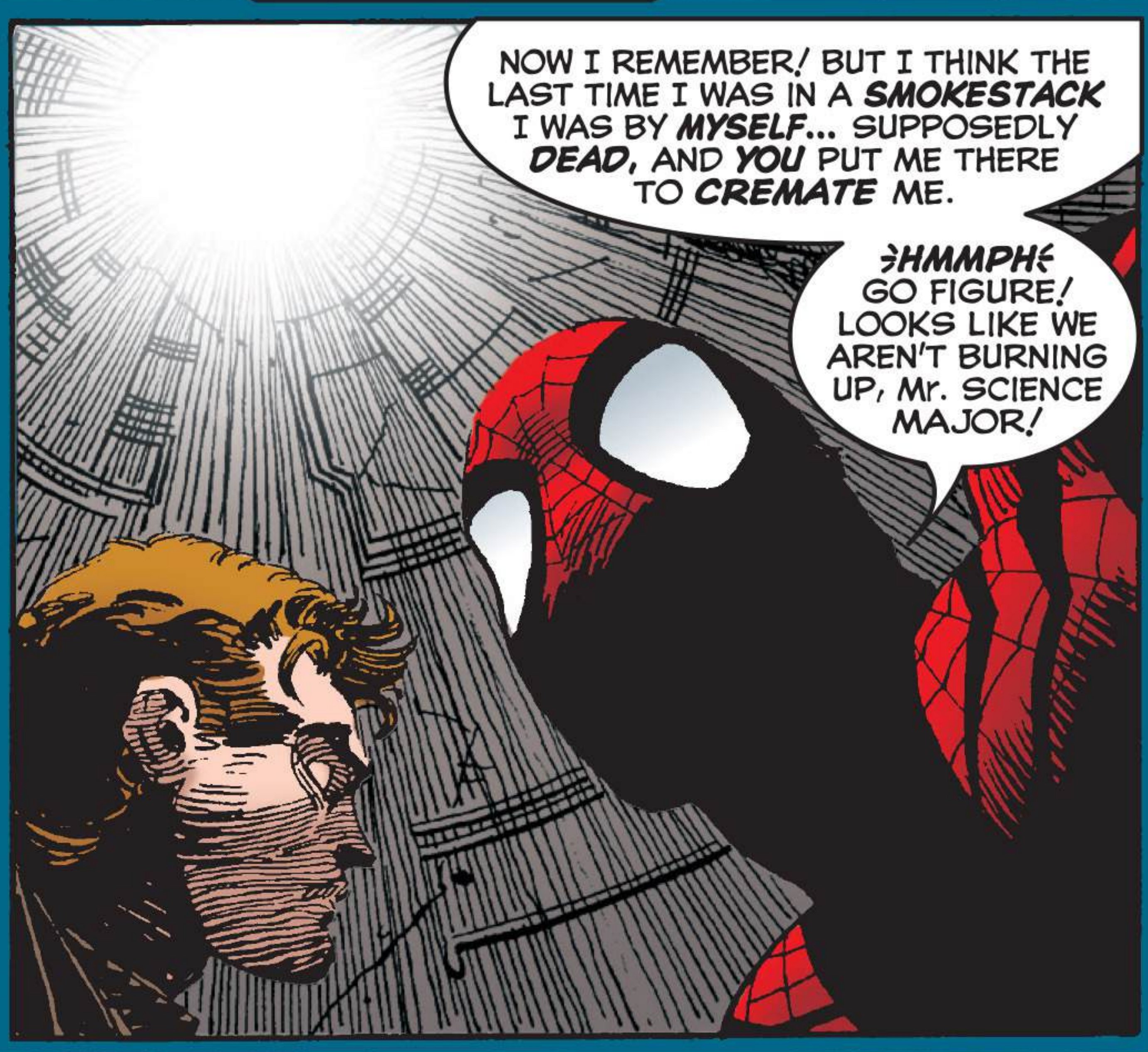
EITHER
THIS STACK
IS SHIELDING US
FROM THEIR PROBES
OR THEY'VE GOT
SOMETHING
ELSE TO
DO.

EITHER
WAY... CATCH
A BREATH AND
LET'S GET
MOVING.

HOW...?

IT'S AMAZING
HOW THE FEAR OF
KISSING THE PAVEMENT
FROM SEVERAL HUNDRED
FEET UP WILL GET THE
BLOOD RUSHING
TO THE BRAIN.

SO *WHERE* ARE
WE? SOMEHOW THIS
PLACE SEEMS FAMILIAR.



NOW I REMEMBER! BUT I THINK THE
LAST TIME I WAS IN A **SMOKESTACK**
I WAS BY *MYSELF*... SUPPOSEDLY
DEAD, AND *YOU* PUT ME THERE
TO **CREMATE** ME.

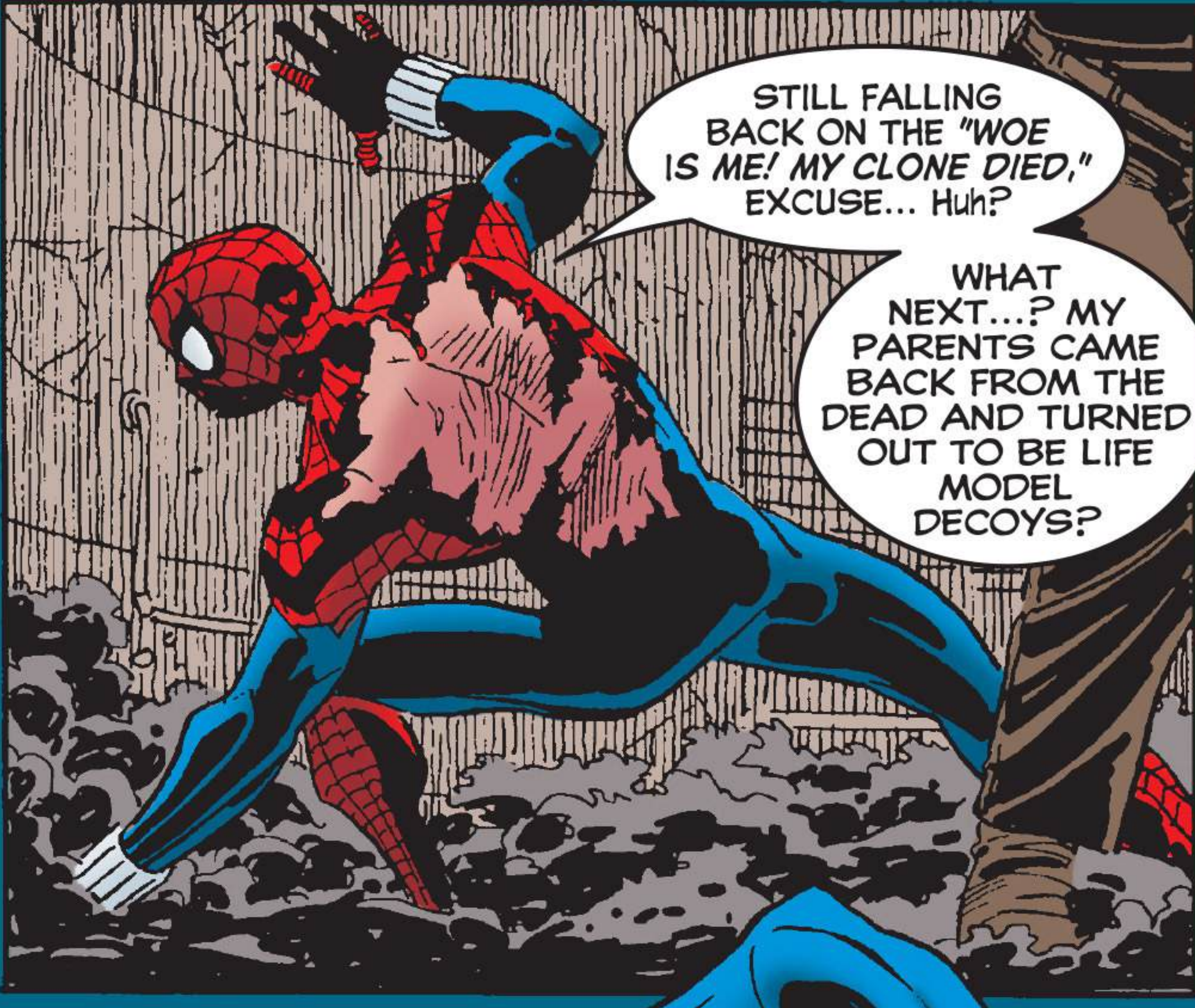
SHHMPH!
GO FIGURE!
LOOKS LIKE WE
AREN'T BURNING
UP, Mr. SCIENCE
MAJOR!



YEAH... YEAH...
YEAH... GIVE ME
A BREAK.

I *THOUGHT*
I HAD JUST WATCHED
MY **CLONE** DIE! GUESS
I WASN'T THINKING
STRAIGHT. SO
SUE ME!

NOW
LET'S FIND A
WAY OUT OF HERE
THAT ISN'T SKYWARD!



STILL FALLING
BACK ON THE "WOE
IS ME! MY CLONE DIED,"
EXCUSE... Huh?

WHAT
NEXT...? MY
PARENTS CAME
BACK FROM THE
DEAD AND TURNED
OUT TO BE LIFE
MODEL
DECOYS?



I OUGHTA...!

I THINK
YOU JUST DID.
MEANWHILE,
I...



... FOUND
US A WAY
OUT.

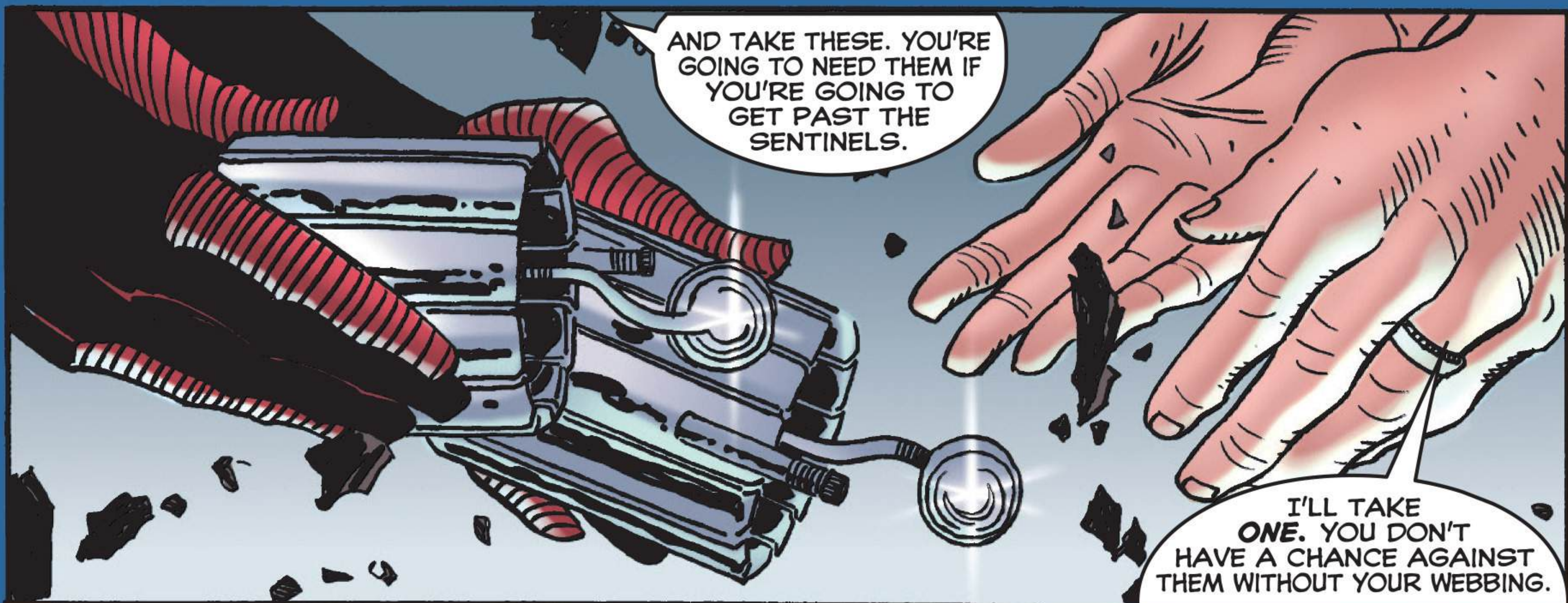


SO WHAT DO
WE DO NEXT,
BEN?

WE DO
NOTHING.

IN CASE
YOU HAVEN'T
NOTICED, **THIS** IS
A SPIDER-MAN
THING.

AND I
DON'T NEED ANY
DISTRACTIONS
FROM --



A full-page comic book illustration showing Spider-Man in his iconic red and blue suit, crouched in a pool of water amidst a city of rubble. He is holding a large, jagged piece of metal. Above him, the massive, purple and red Sentinel Z-40 looms, its mechanical face and multiple arms visible. The background is a chaotic scene of destroyed buildings and debris.

ME... I'M
JUST A MAN.

ALL UNITS, ALERT.
PATROL Z-40 HAS
LOCATED THE ENHANCED
HUMAN DESIGNATE:
SPIDER-MAN. INITIATING
TERMINATION.

YEAH...
YOU'RE
RIGHT.

YOU ARE
BY FAR THE
MOST FEARSOME
BAD GUYS I'VE
EVER GONE UP
AGAINST.

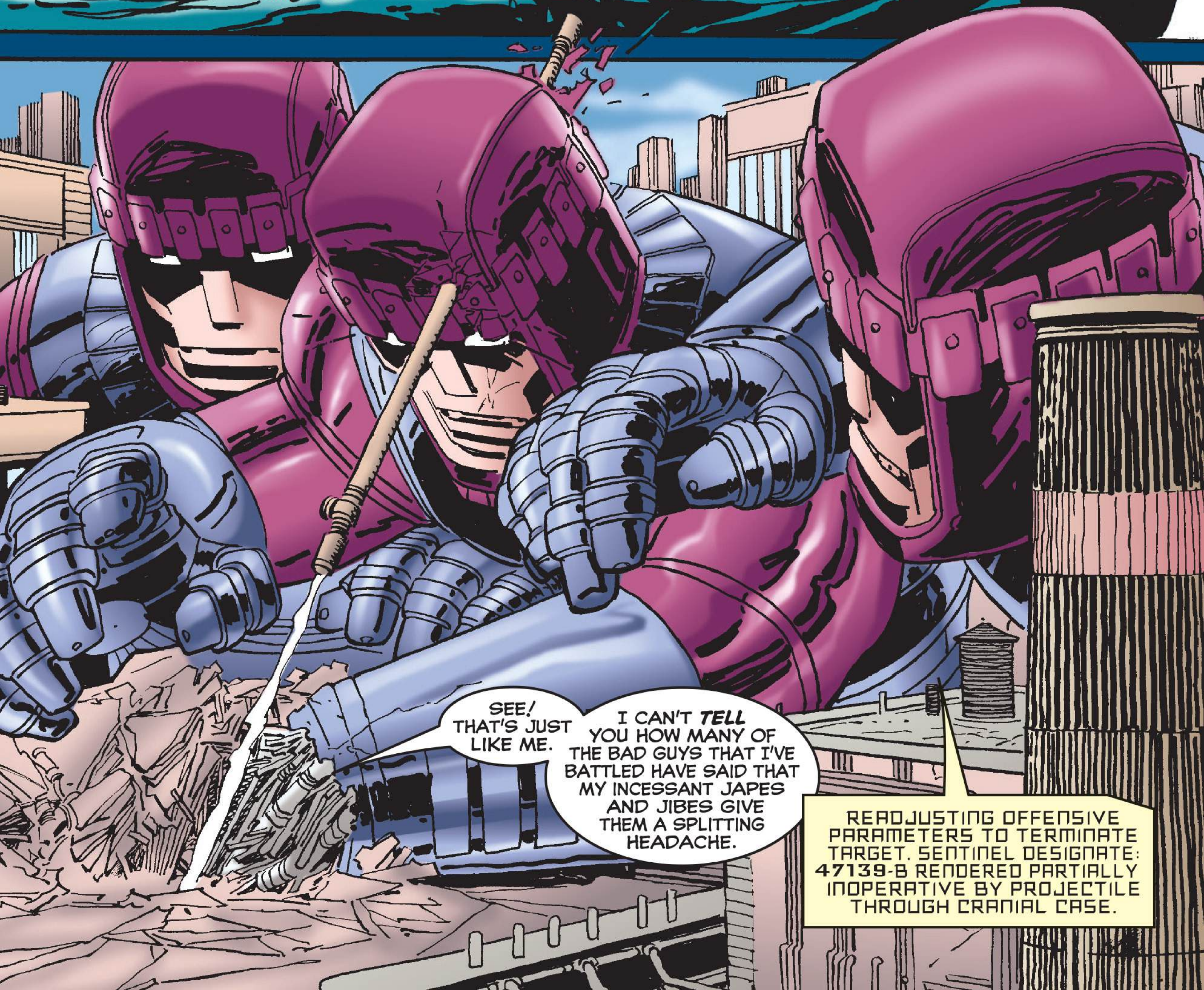
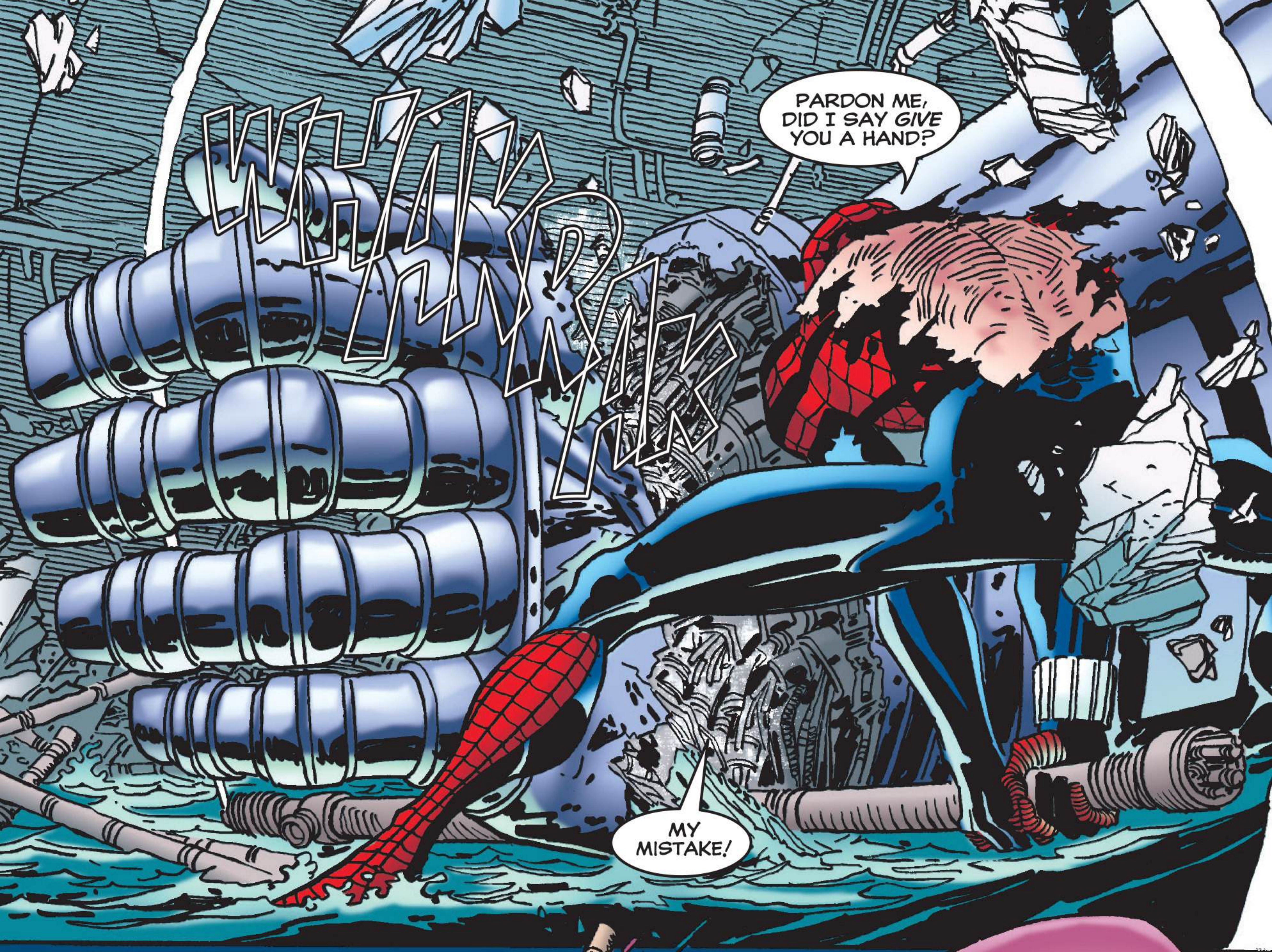
KRAVEN...
A WIMP.

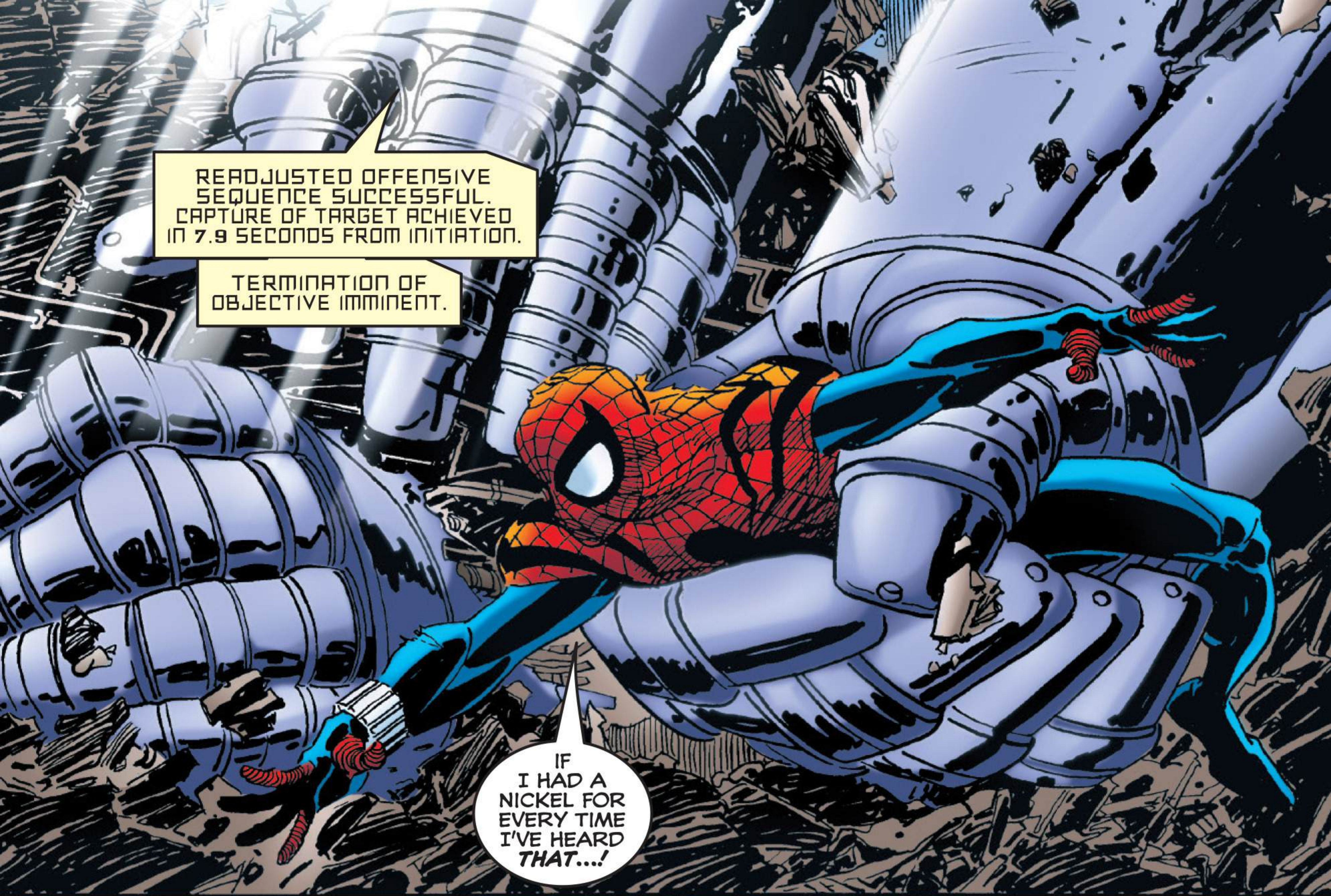
DOC
OCK... A
PUSHOVER.

NOPE... YOU
SENTINELS MAKE
THEM ALL LOOK LIKE A
BUNCH OF RANK
AMATEURS.

I'M JUST
SITTING HERE,
QUAKING IN MY TIGHTS,
AND WAITING TO BE
PUT OUT OF MY
MISERY.

BUT, BEFORE
YOU'RE KIND ENOUGH
TO *END* MY MISERABLE
LIFE, JUST LET ME STAND
AND GIVE THE HAND THAT
YOU, AND YOUR
CREATORS,
DESERVE.

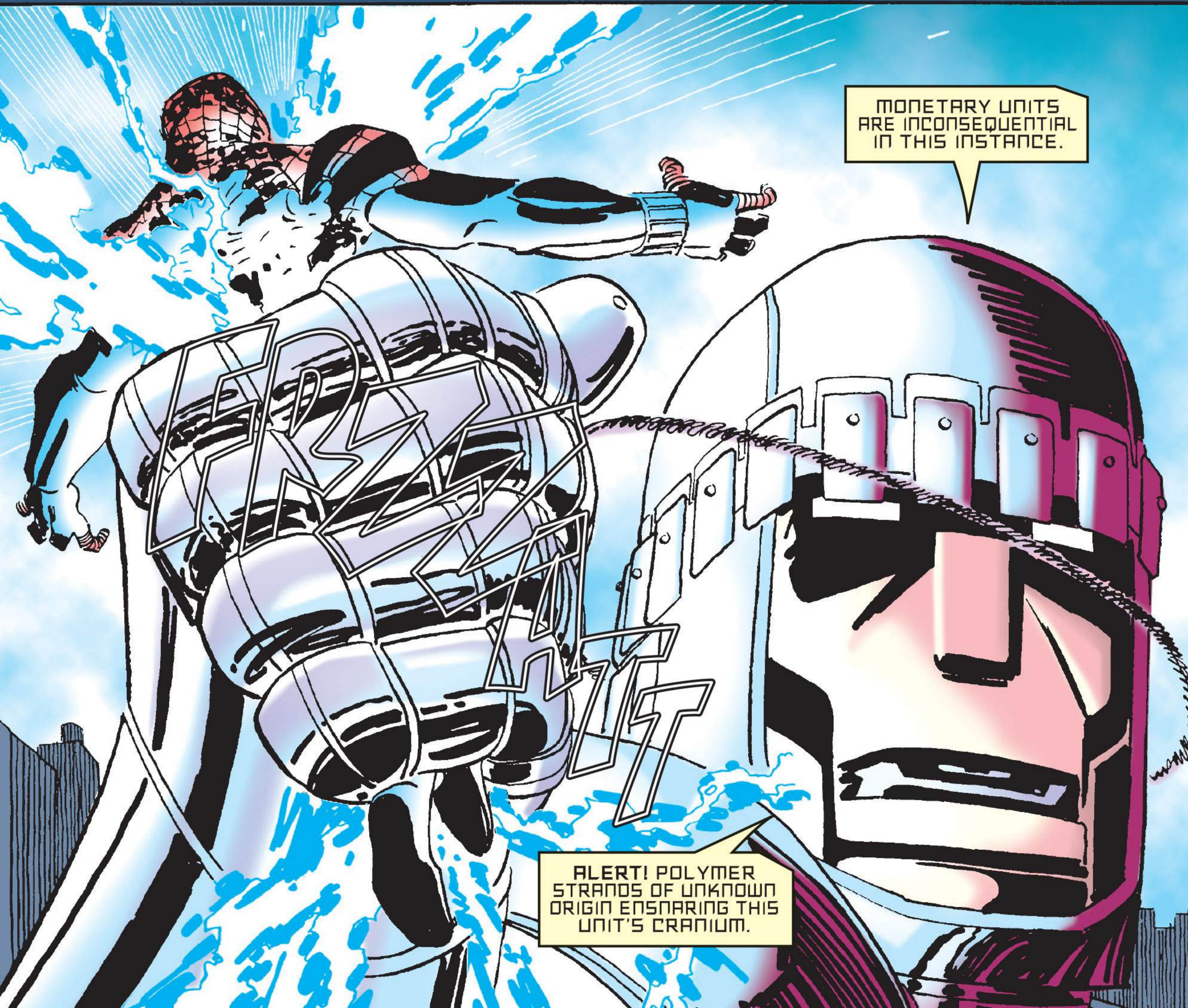




READJUSTED OFFENSIVE
SEQUENCE SUCCESSFUL.
CAPTURE OF TARGET ACHIEVED
IN 7.9 SECONDS FROM INITIATION.

TERMINATION OF
OBJECTIVE IMMINENT.

IF
I HAD A
NICKEL FOR
EVERY TIME
I'VE HEARD
THAT...!



MONETARY UNITS
ARE INCONSEQUENTIAL
IN THIS INSTANCE.

ALERT! POLYMER
STRANDS OF UNKNOWN
ORIGIN ENSNARING THIS
UNIT'S CRANIUM.

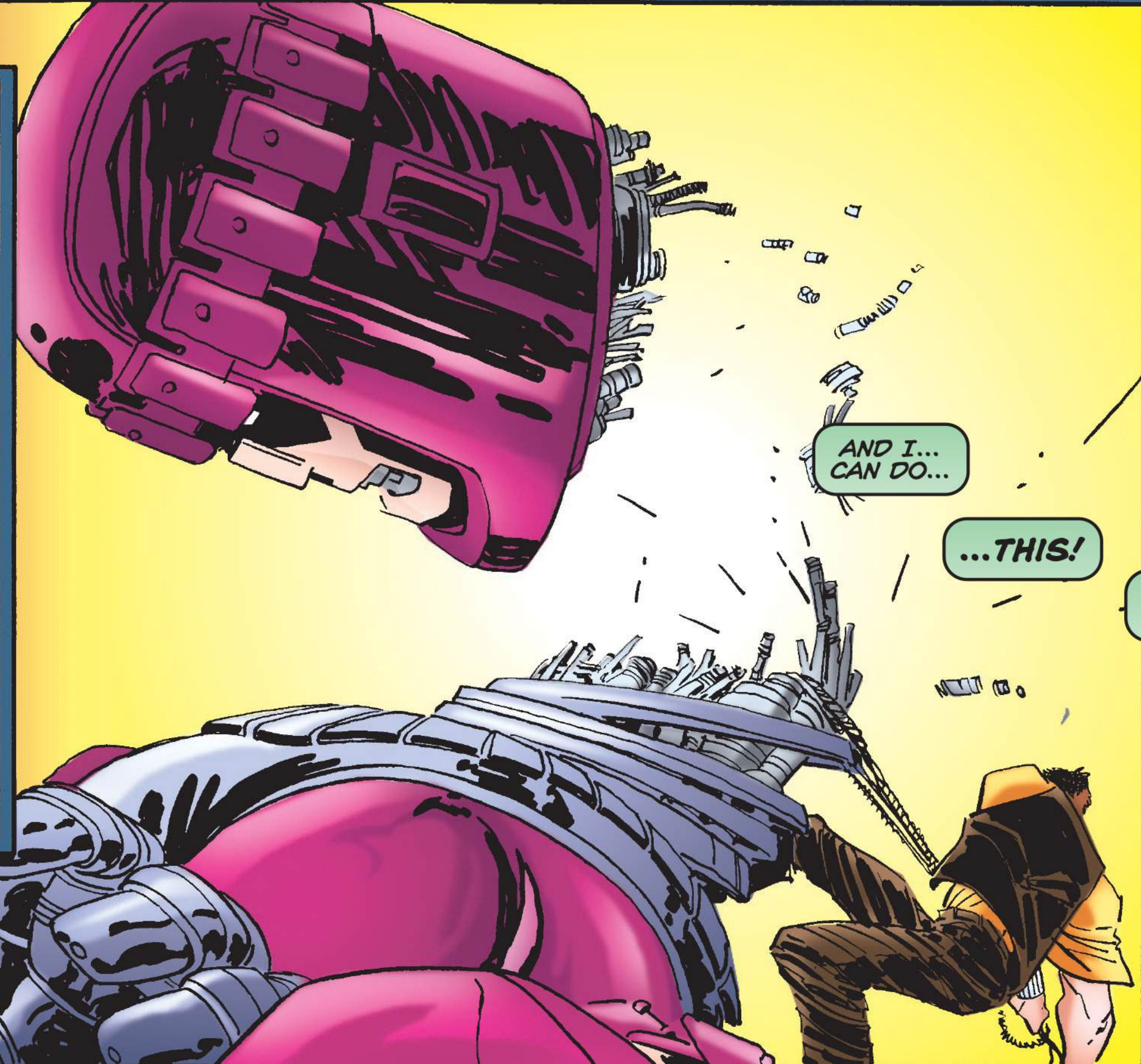


YOU KNOW, I WAS AIMING FOR THE NECK, BUT...



COME ON. ALL I NEED IS FOR THE SPIDER-POWERS TO LAST A FEW MORE SECONDS.

A FEW MORE.

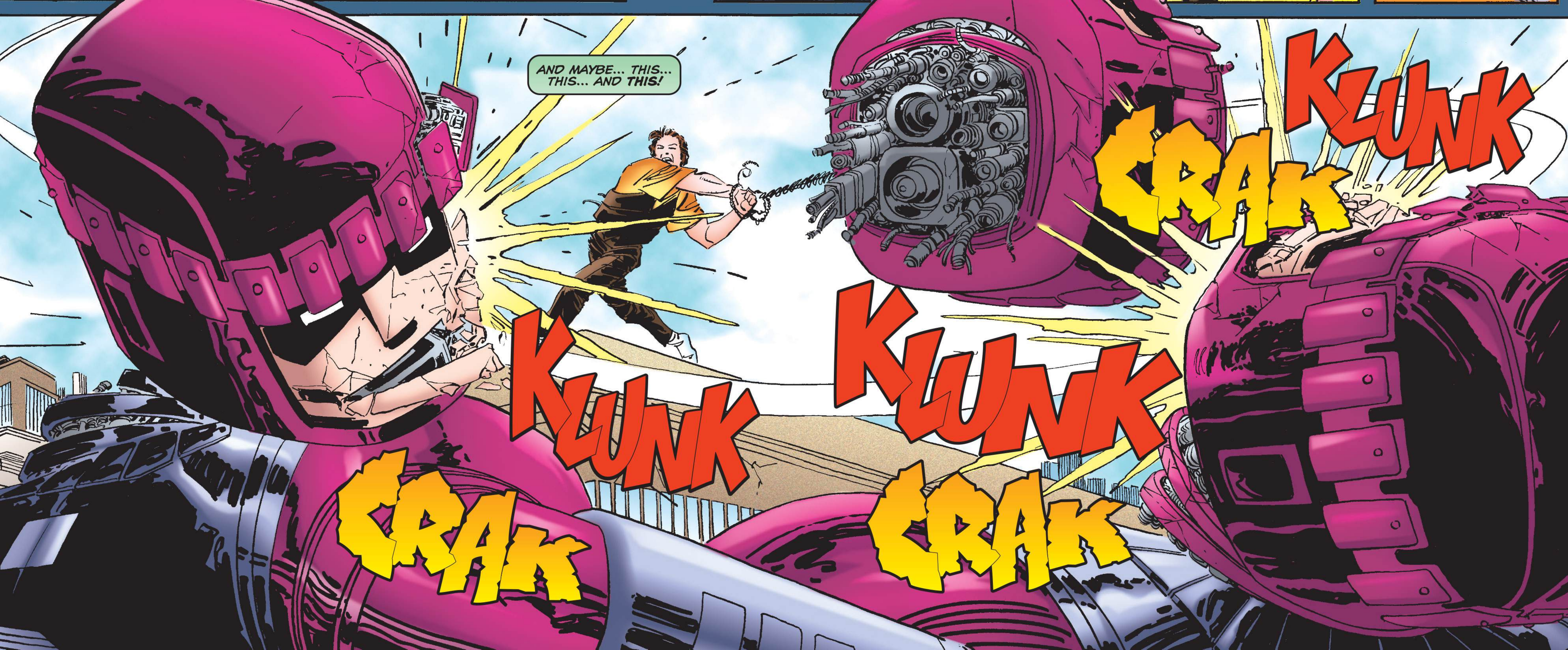


AND I... CAN DO...

...THIS!

AND THIS.

THWIP



AND MAYBE... THIS... THIS... AND THIS!

CRACK

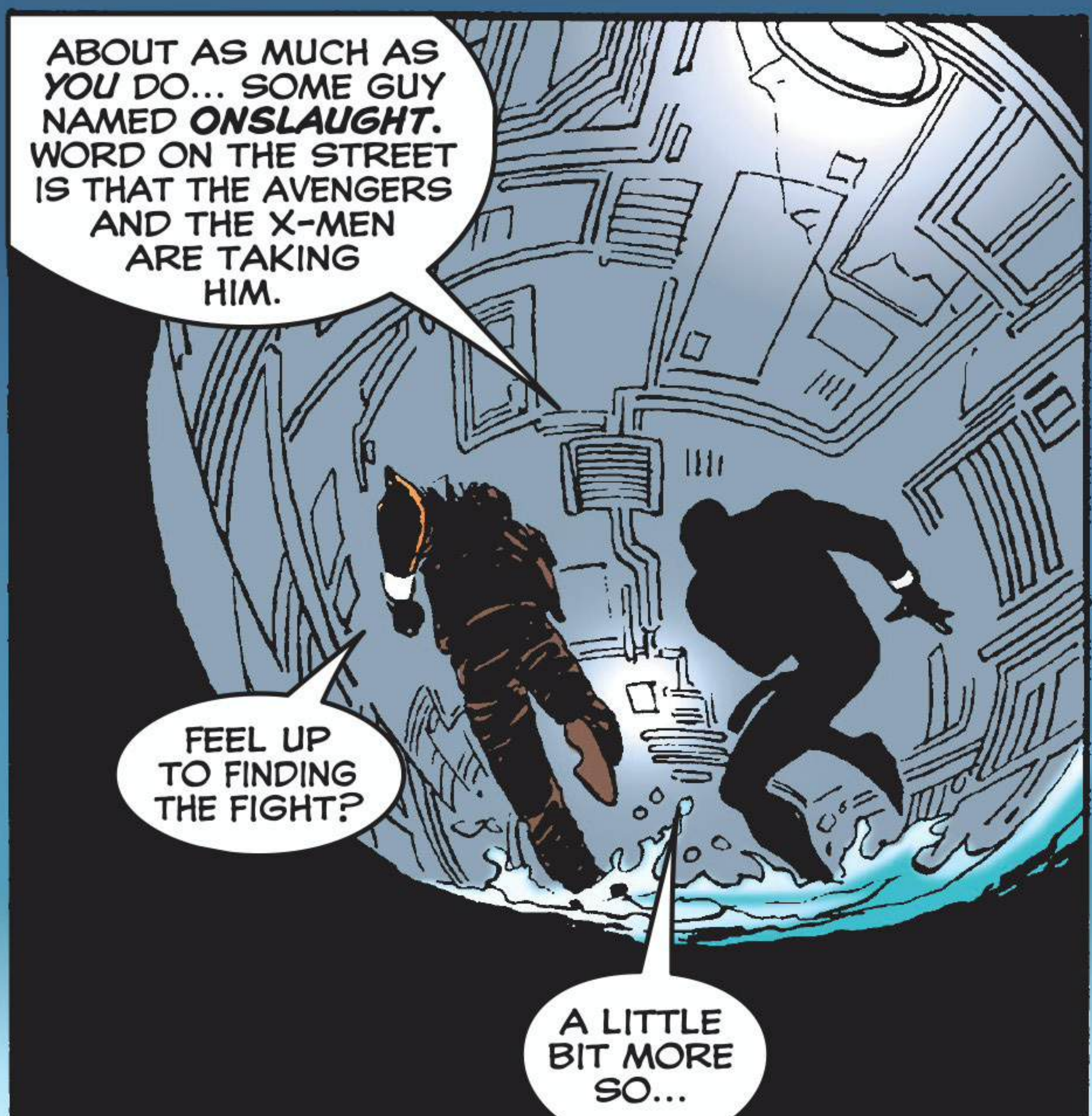
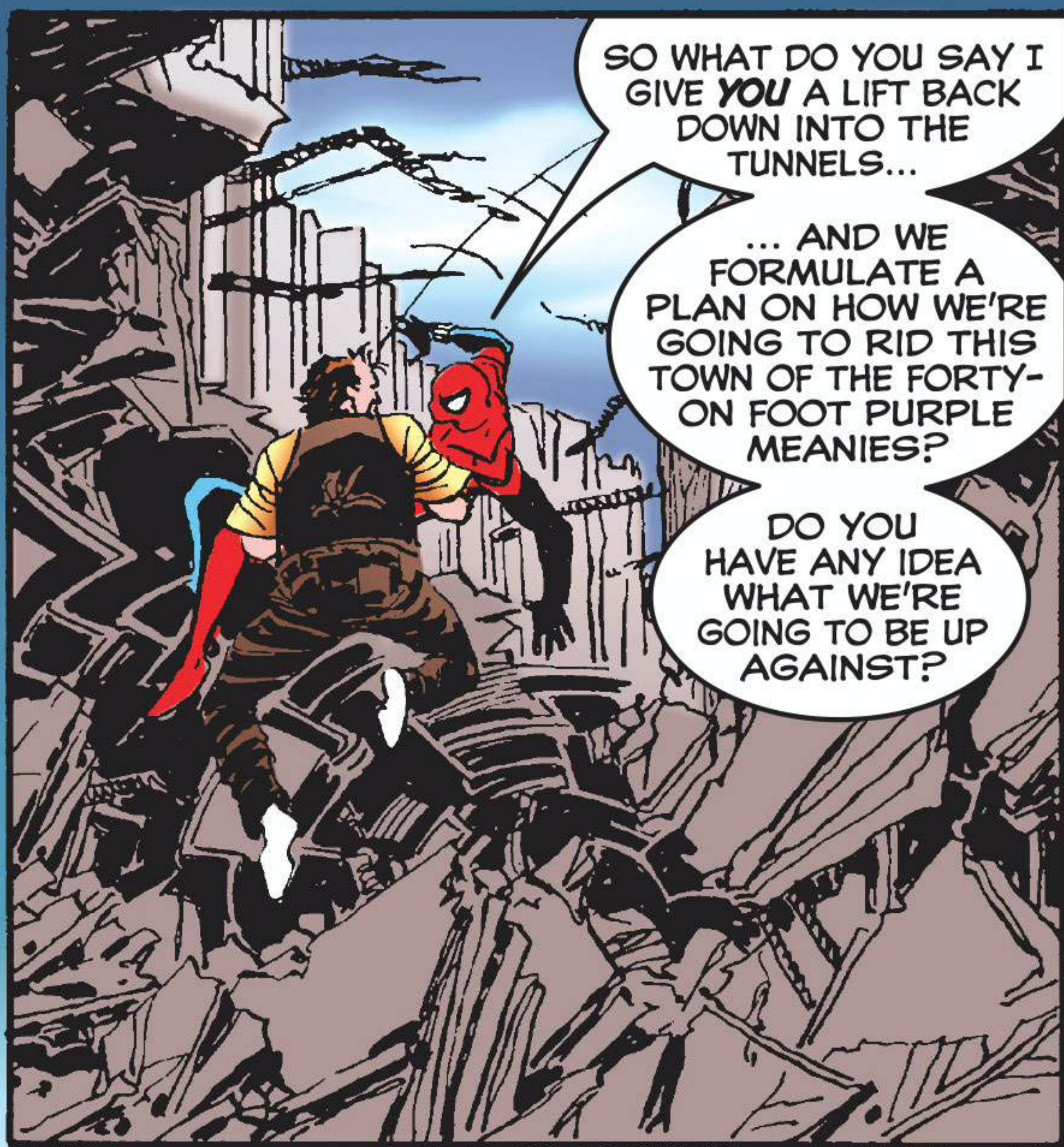
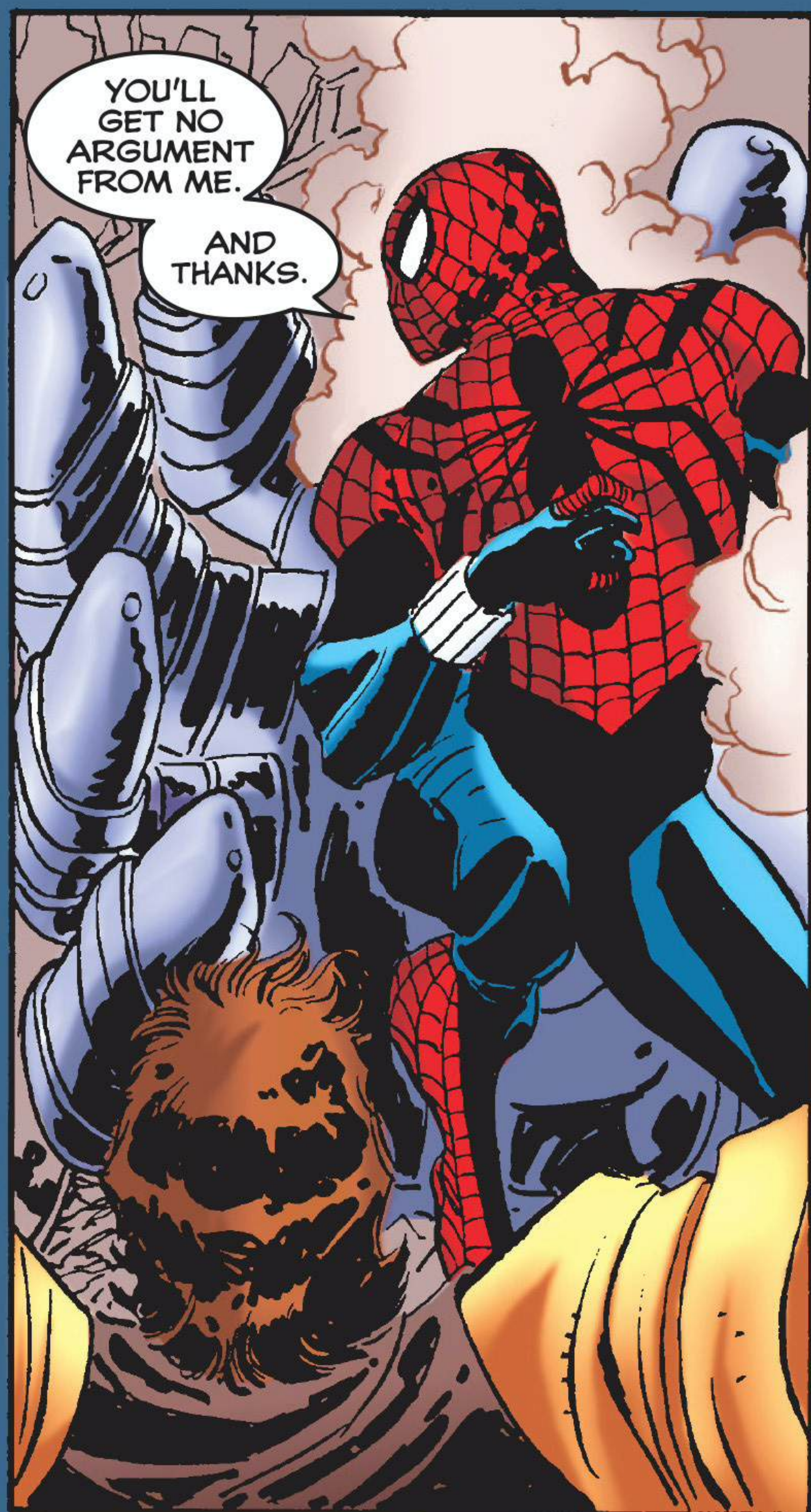
KLUUNK

KLUUNK

CRACK

CRACK

KLUUNK



"...NOW THAT
YOU'RE
WITH ME."

DON'T MISS THE UNFORGETTABLE FINAL BATTLE IN:

**MARVEL
ONSLAUGHT
UNIVERSE**

MARVEL[®]
COMICS



SPIDER-MAN[®]

OCT. '96

9

APPROVED
BY THE
COMICS
CODE
AUTHORITY

THE SENSATIONAL SPIDER-MAN[®]

AFTER THE
APPLAUSH[™]

-- COMES THE
SWARM![™]



KNEO
CASE

MANHATTAN --

THE INSTITUTE OF SEISMOHARMONIC RESEARCH --

-- A FACILITY DEDICATED TO THE STUDY OF THE COUNTLESS LAYERS OF VIBRATORY ENERGY THAT PERMEATE THE EARTH AND AIR AROUND US.

I'M TELLING YOU, MATTHEW -- **THIS IS THE FUTURE!**

WE'VE KNOWN FOR **YEARS** THAT **VIBRATIONS** ARE THE **GLUE** OF OUR EXISTENCE; THEY'RE **INHERENT** IN **EVERYTHING** WE SEE!

-- YET ALSO RESPONSIBLE FOR SOMETHING AS **DELICATE** AS THE **MOLECULAR COHESION** THAT HOLDS TOGETHER **ALL THINGS ORGANIC** AND INORGANIC.

WITH **THIS** BABY, WE'LL BE ABLE TO **IDENTIFY** THOSE **VIBRATORY PATTERNS** WITH SUCH **PRECISION** --

THAT'S **NOT** WHAT I'M CONCERNED ABOUT, DAVE.

THIS THING **ALSO** HAS THE ABILITY TO **ALTER** THOSE PATTERNS. **PATTERNS** -- YOU JUST SAID SO YOURSELF --

-- THAT COMPRISE ONE OF THE MOST DELICATE FORCES OF NATURE! WHO ARE WE TO PLAY WITH THAT KIND OF POWER?

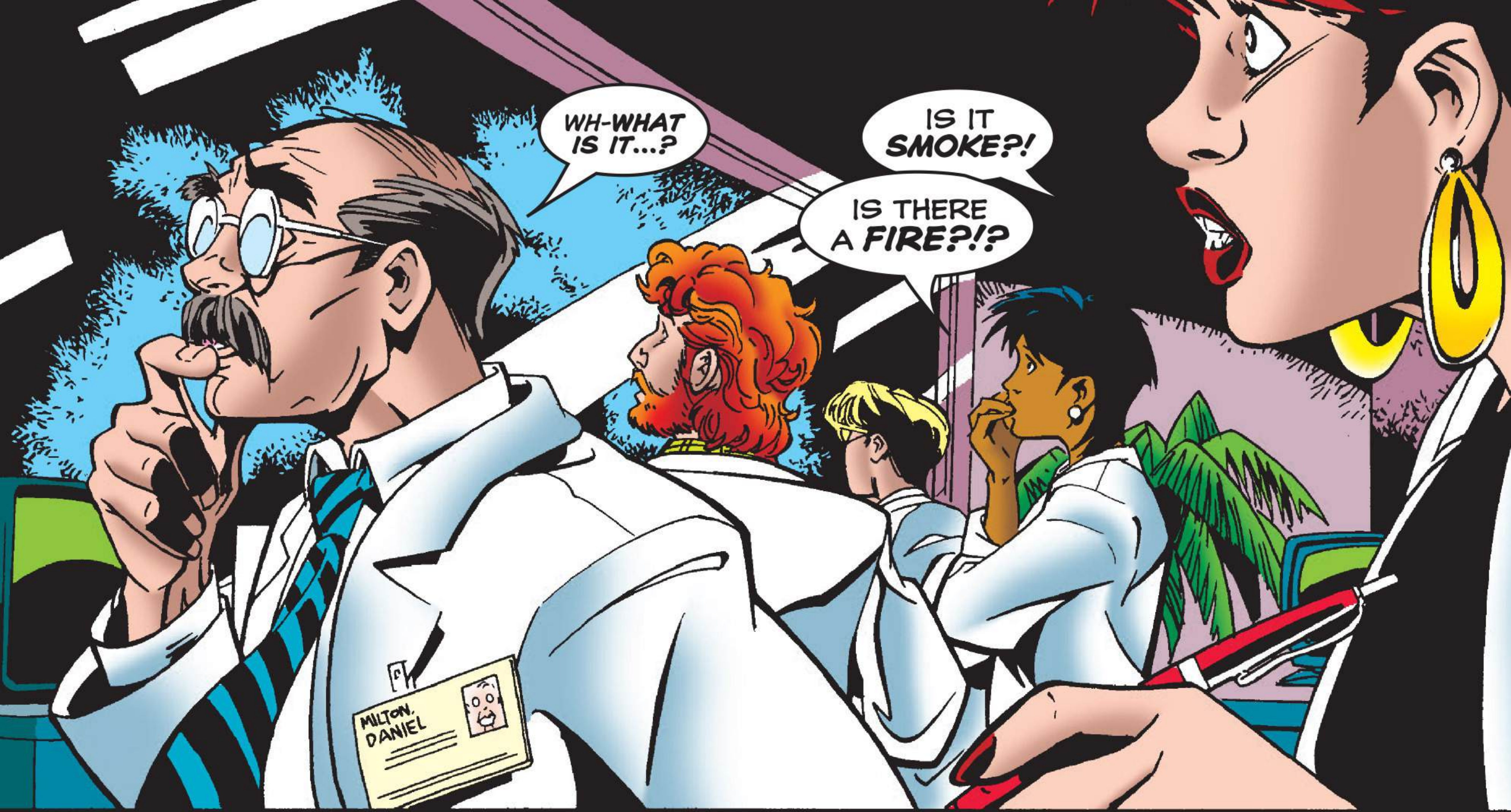
WE'RE RESPONSIBLE SCIENTISTS WHO --

!?!?

CRASH

DAVE! MATTHEW! **LOOK!**



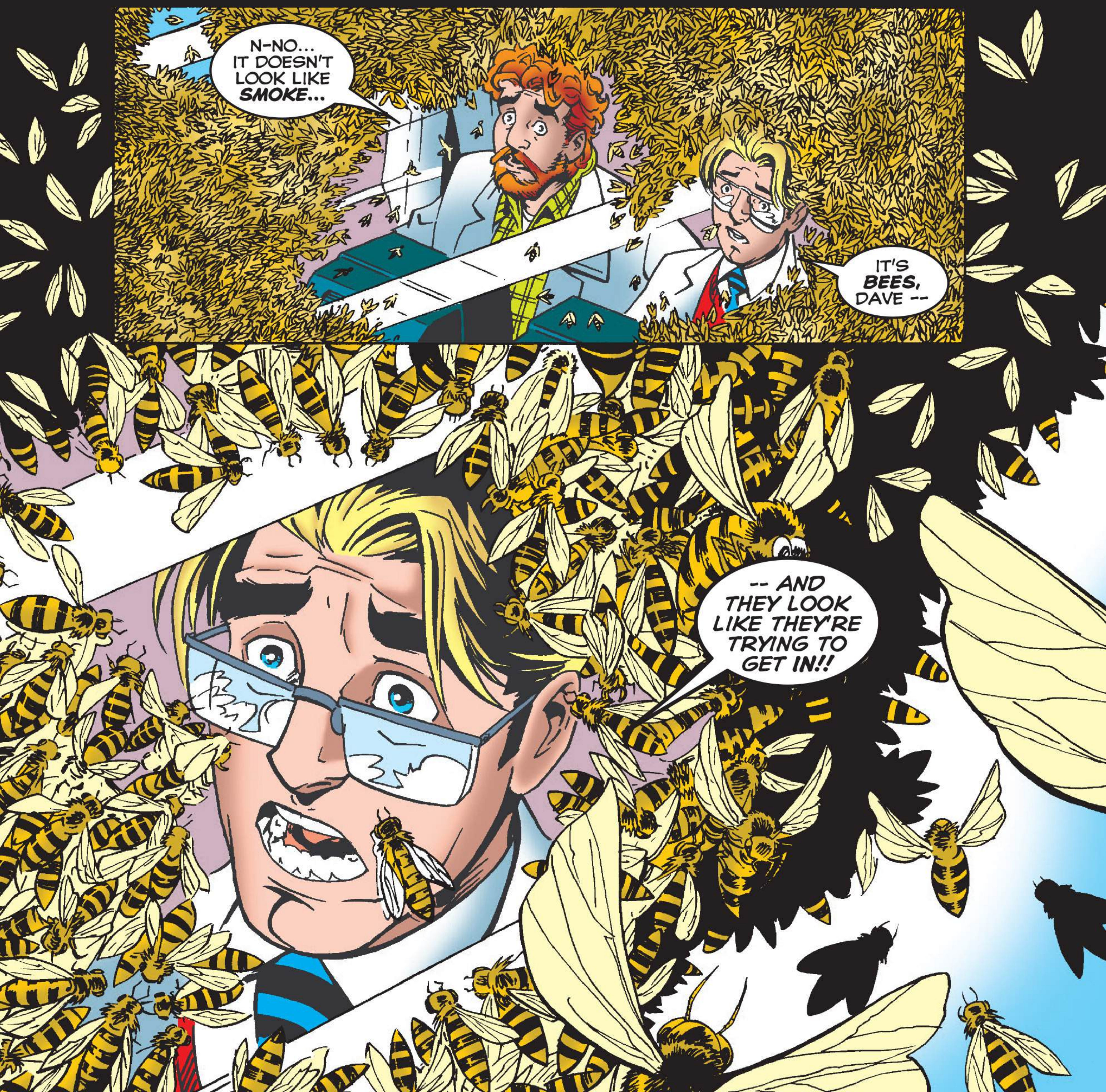


WH-WHAT
IS IT...?

IS IT
SMOKE?!

IS THERE
A FIRE?!?

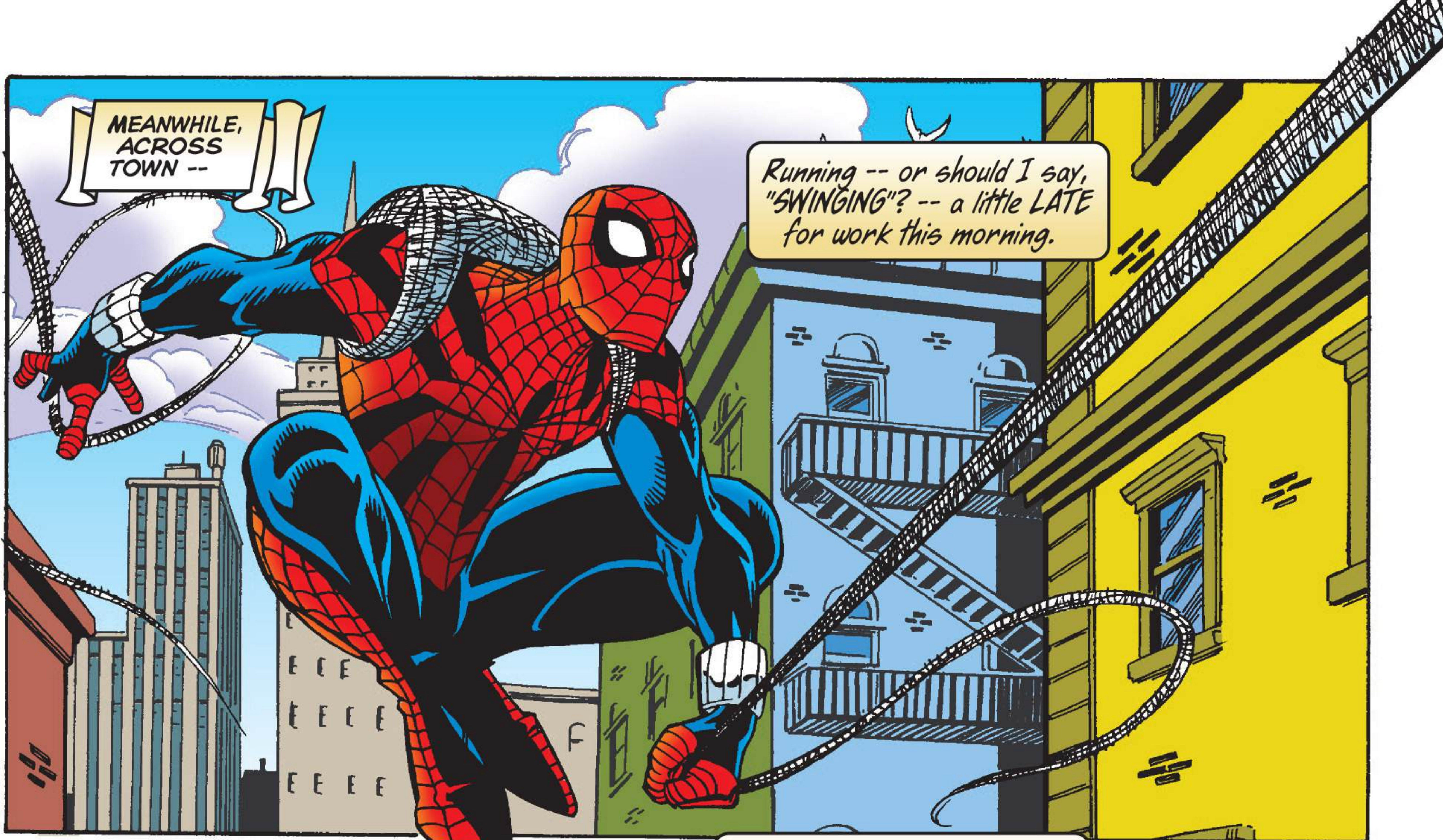
MILTON,
DANIEL



N-NO...
IT DOESN'T
LOOK LIKE
SMOKE...

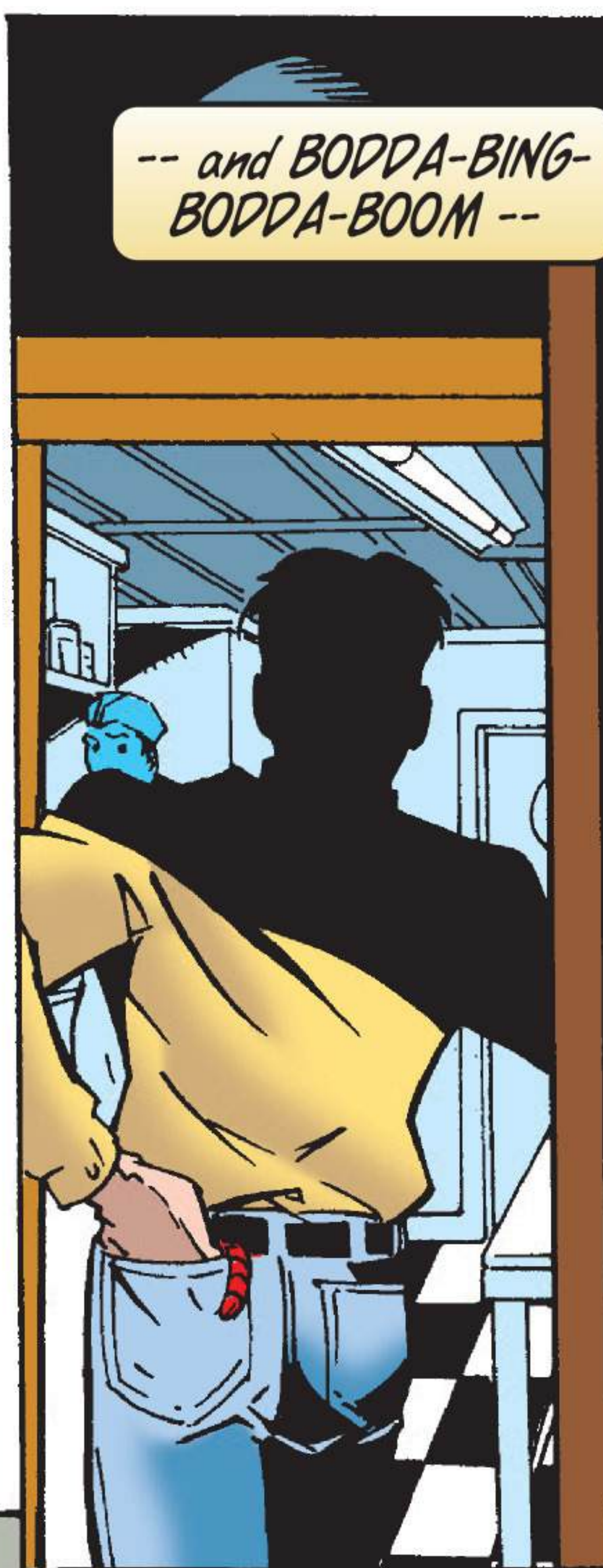
IT'S
BEES,
DAVE --

-- AND
THEY LOOK
LIKE THEY'RE
TRYING TO
GET IN!!





Spider-Sense says
NOBODY'S LOOKING,
so it's off with
the MASK --



-- and BODDA-BING-
BODDA-BOOM --



-- it's BEN REILLY, mild-
mannered JAVA-JERK!

MORNIN',
JOE, LOU.

HEY.

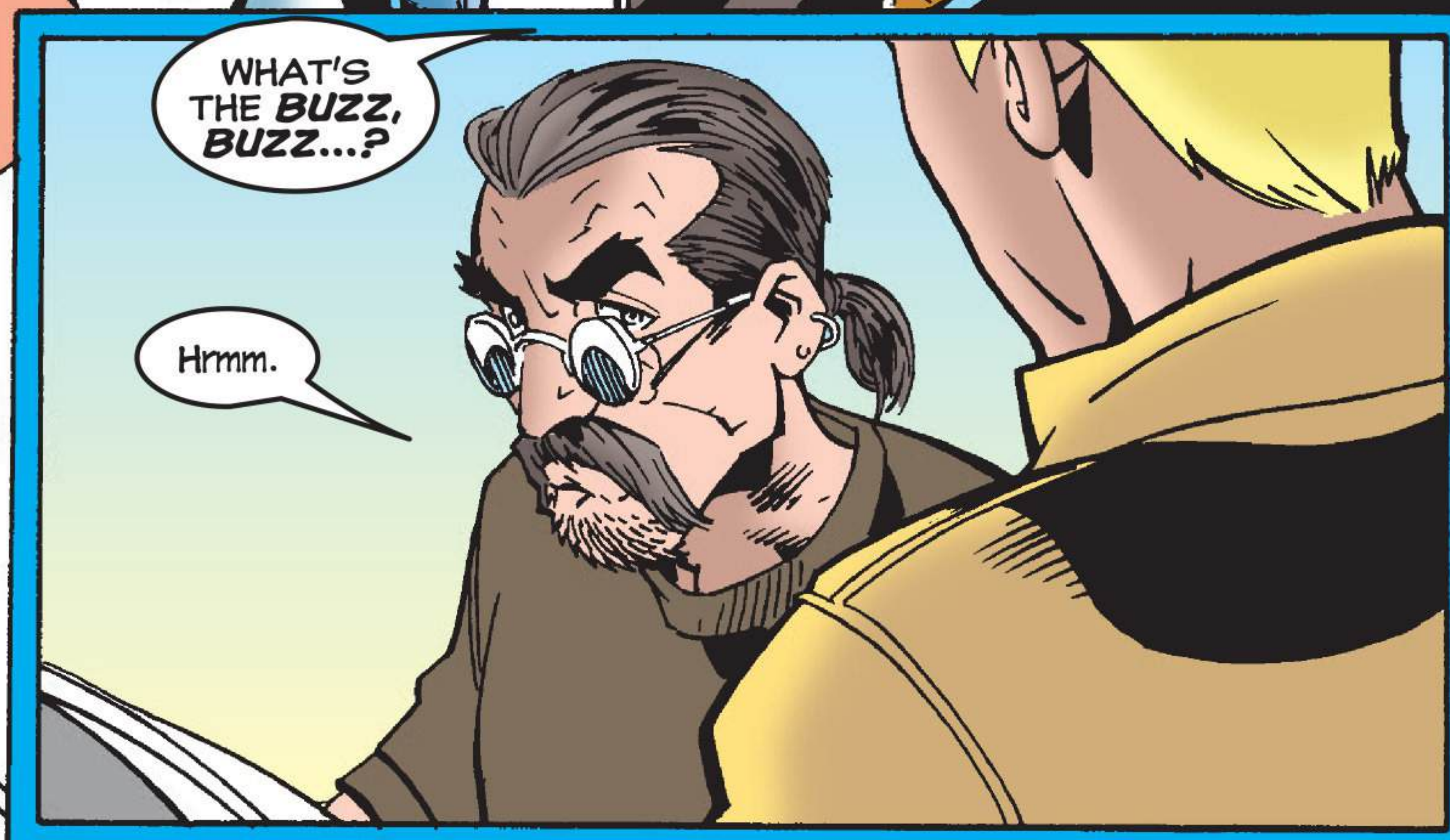
HEY,
BEN.



MORNIN',
SHIRL --
SORRY I'M
LATE, I --



DON'T SWEAT IT,
BEN. **EVERYONE'S**
DRAGGING TODAY --
MUST BE THE
HEAT.



WHAT'S
THE BUZZ,
BUZZ...?

Hmmm.



ILL ONLY 0¢ AILY

DAILY BUGLE

NEW YORK'S FINEST DAILY NEWSPAPER

WEDNESDAY, OCTOBER 16, 1996

OL. XXXIV, NO. 9

SWARMED!

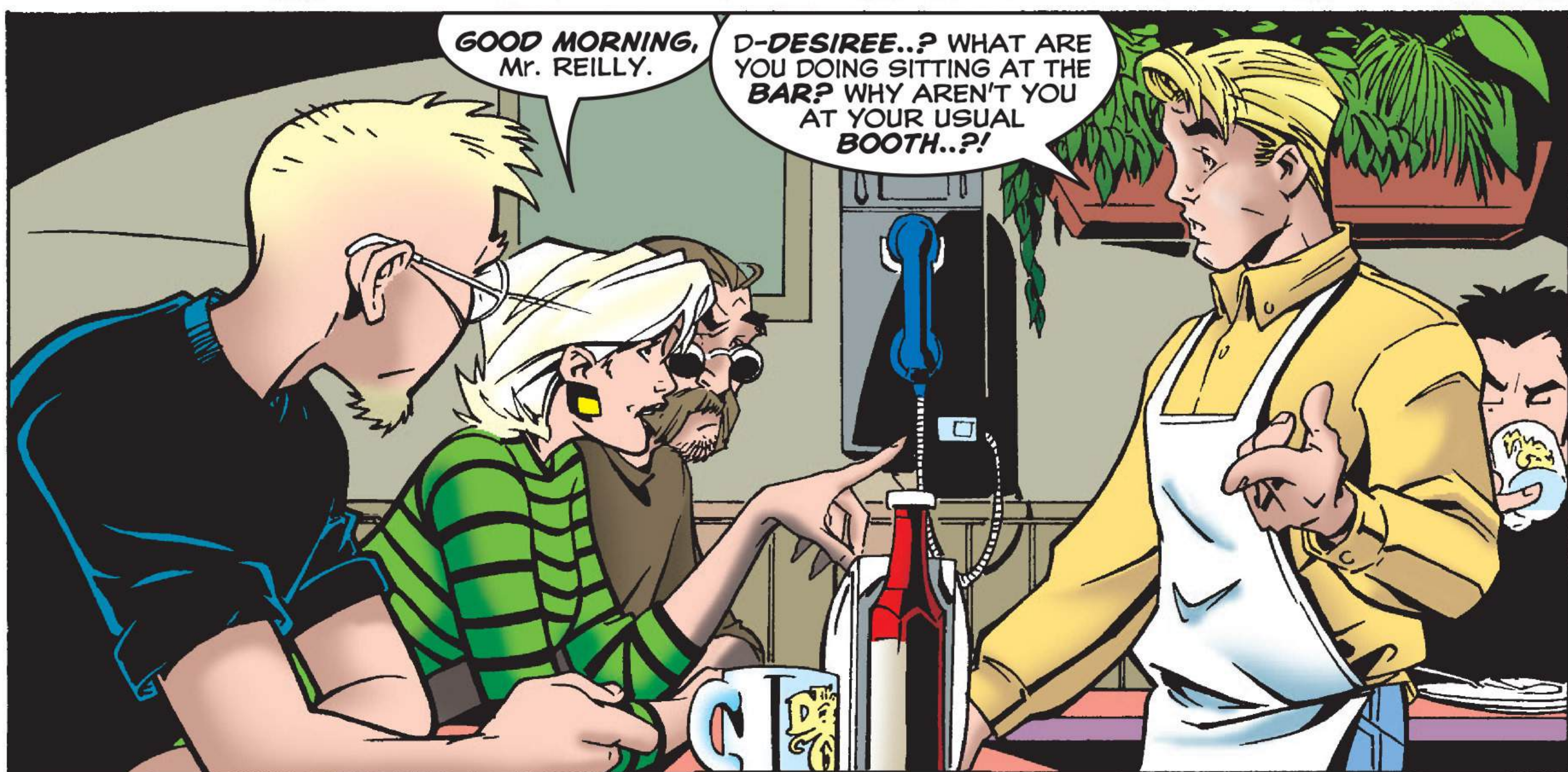
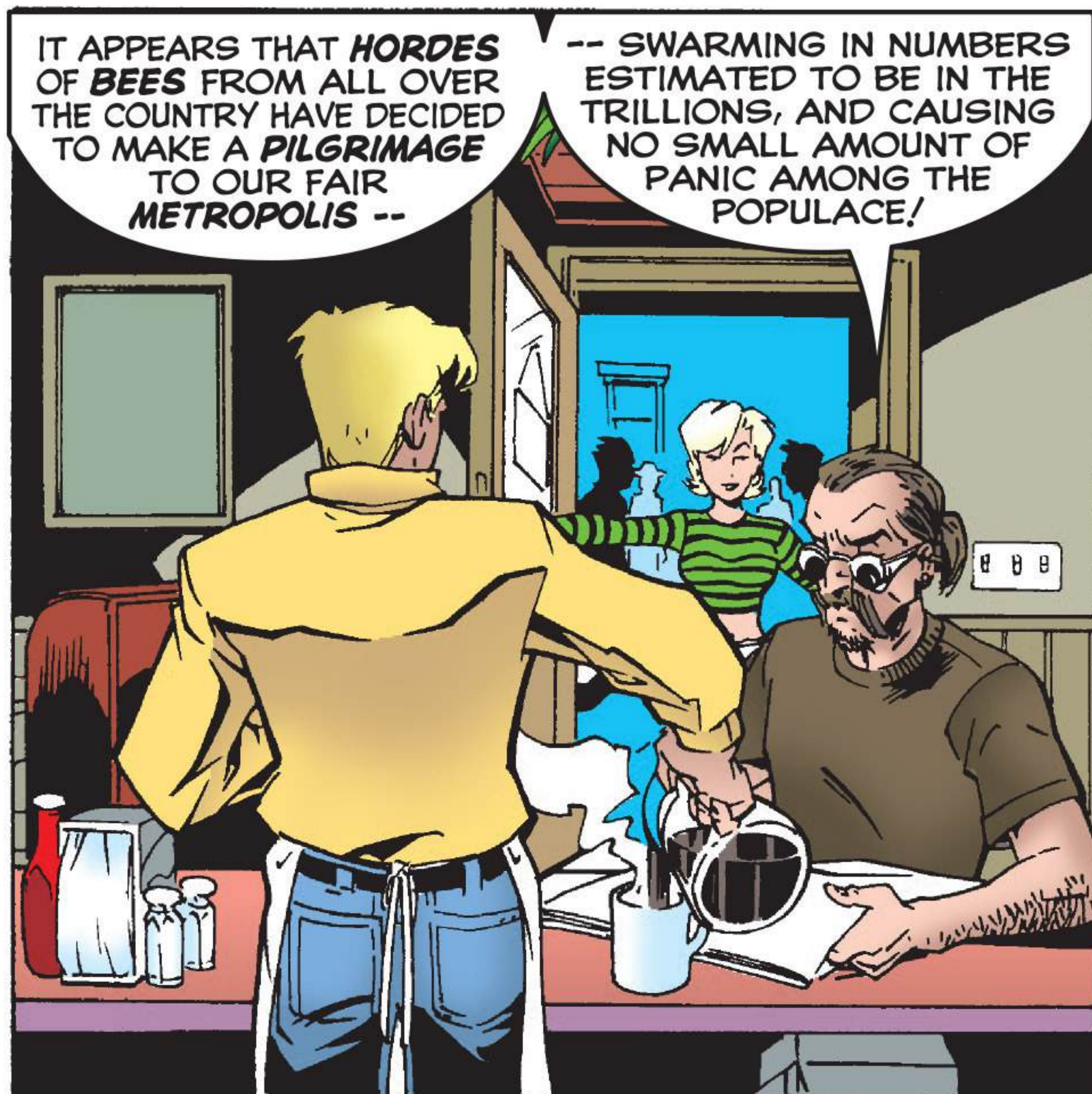
PRESENTED BY
STAN LEE
EXCLUSIVE TO
THE BUGLE

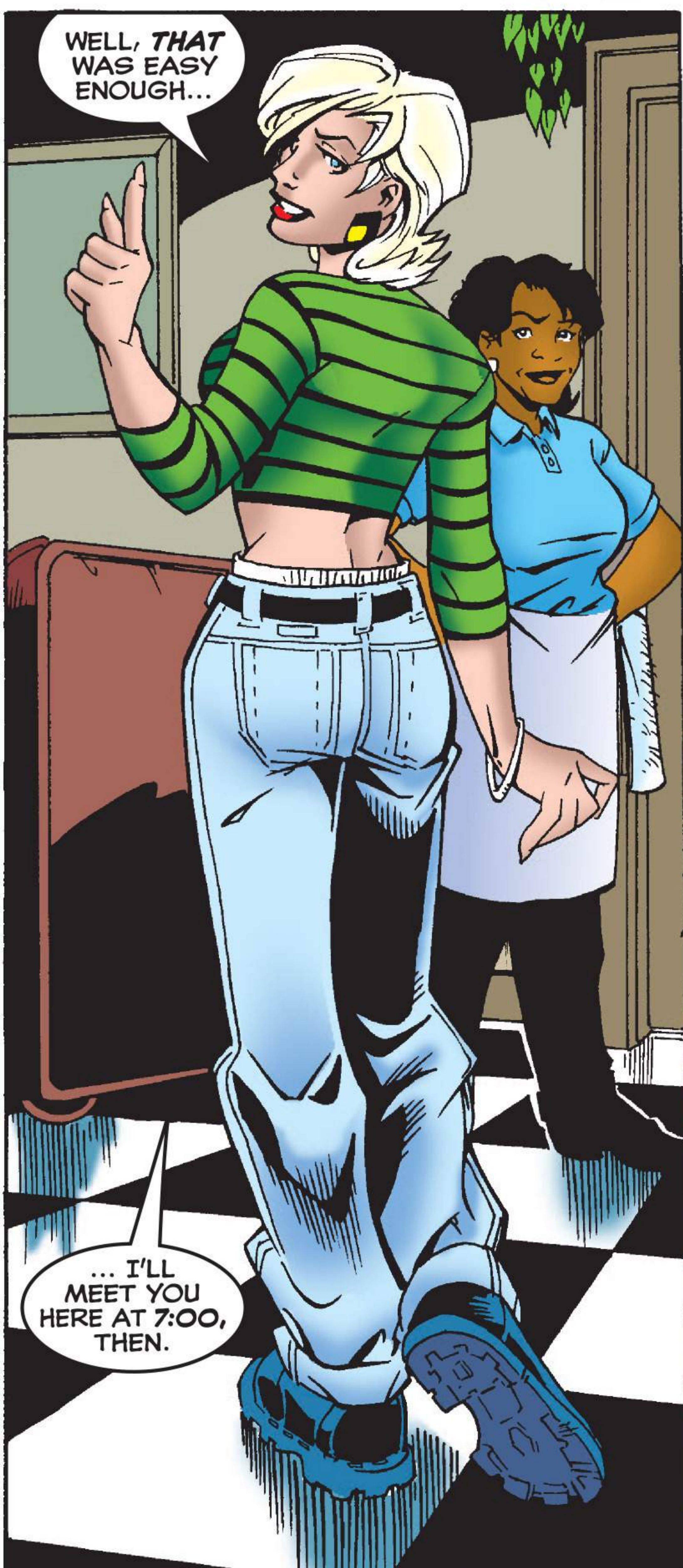
MANHATTAN:
Artist Mike Wieringo, penciler, and Richard Case, inker, were attacked by a swarm of killer bees in Central Park yesterday. Liz Agraphiotis, spokesperson for Richard Starkings and Comicraft,

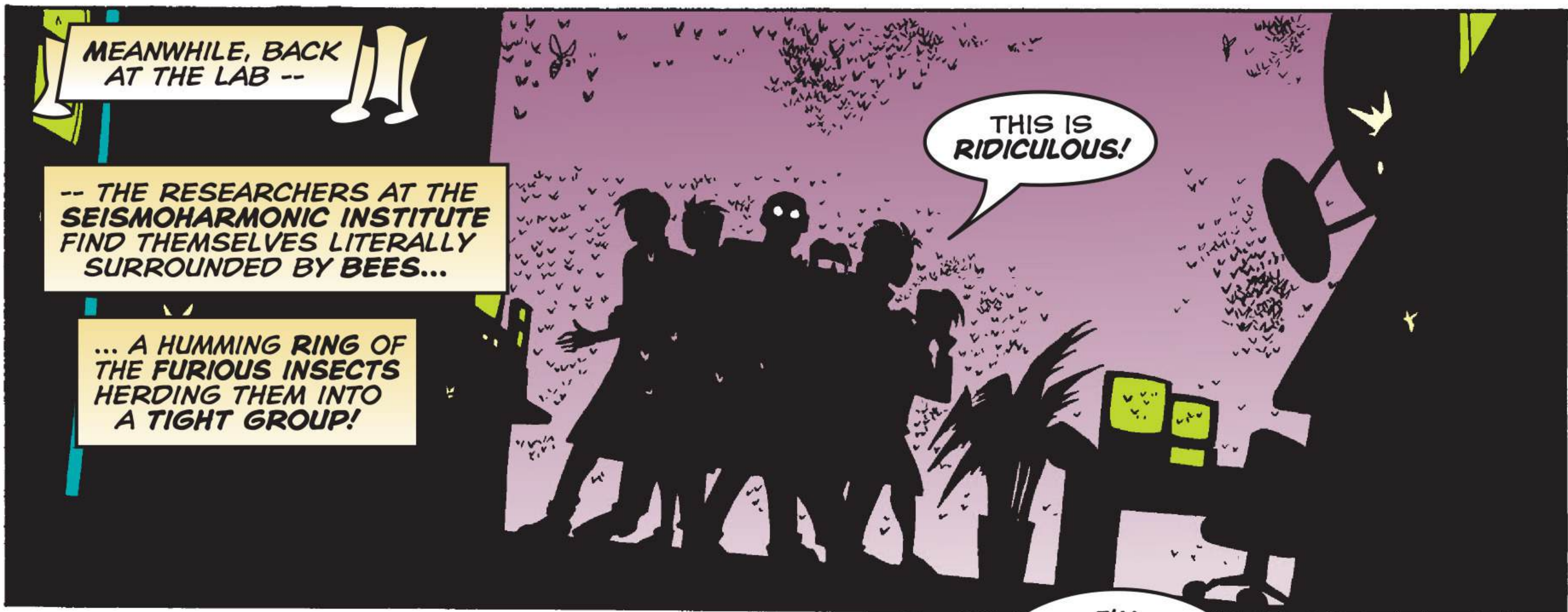


commented that Gregory Wright, colorist, had corralled the frenzied bees and relocated them to Malibu for enhancement. Ralph Macchio, editor, blamed the incident on writer Todd DeZago. Editor-in-chief Bob Harras was unavailable for comment.





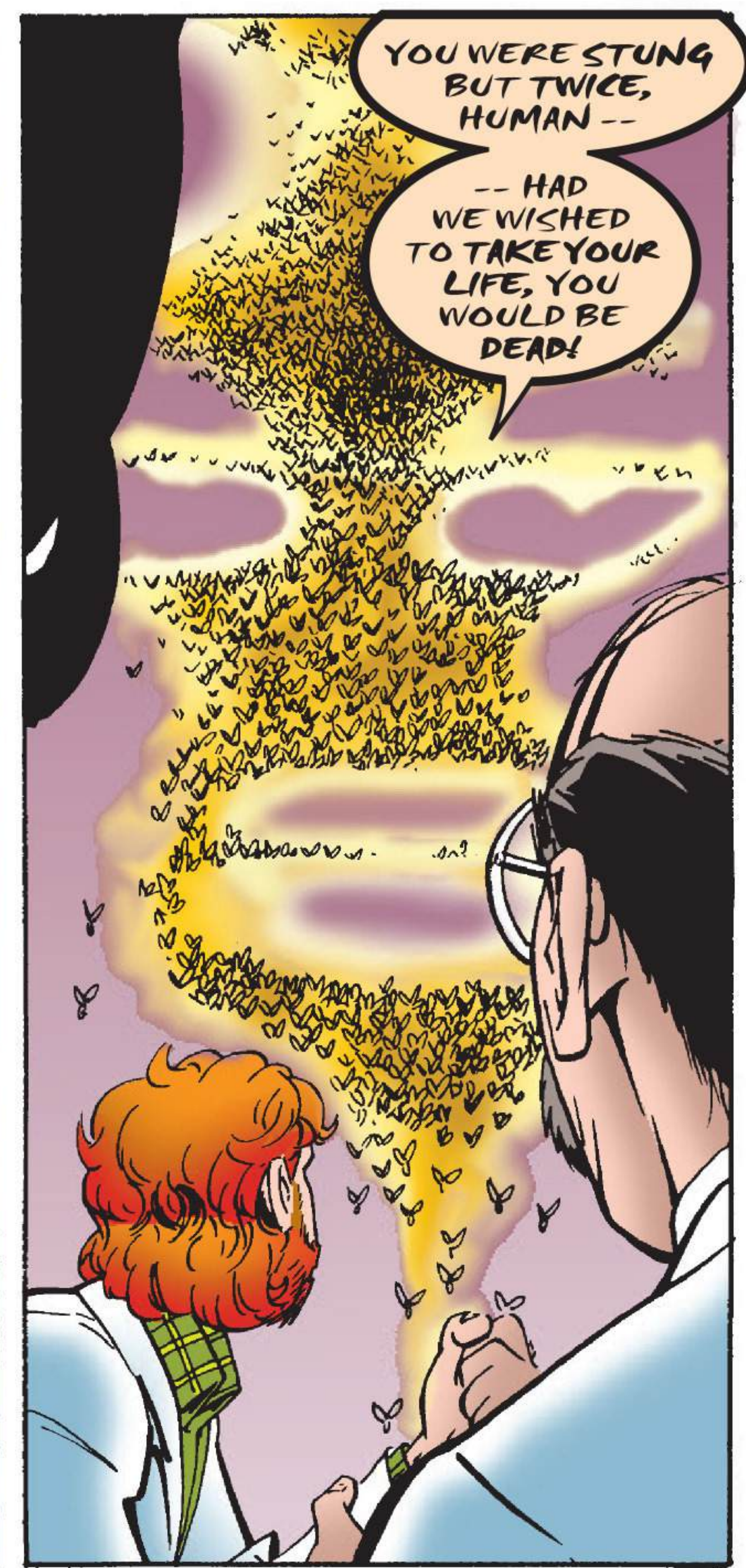
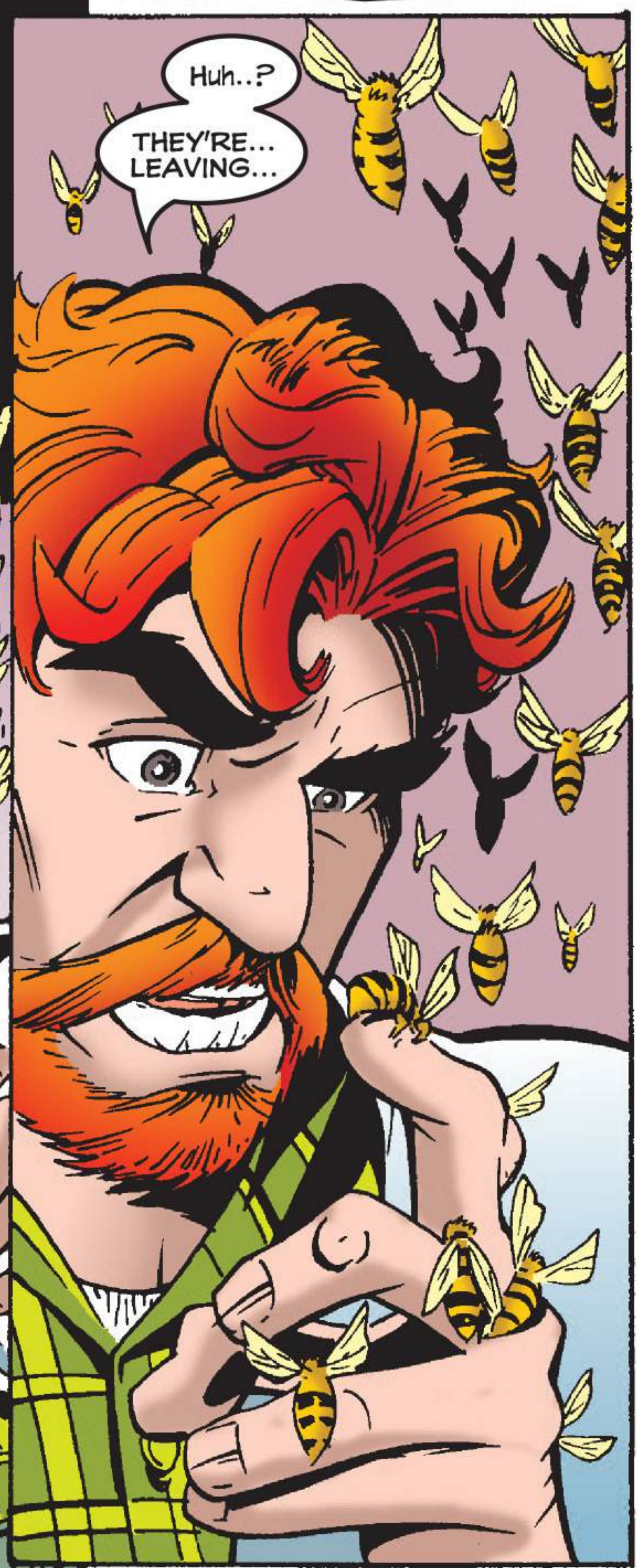


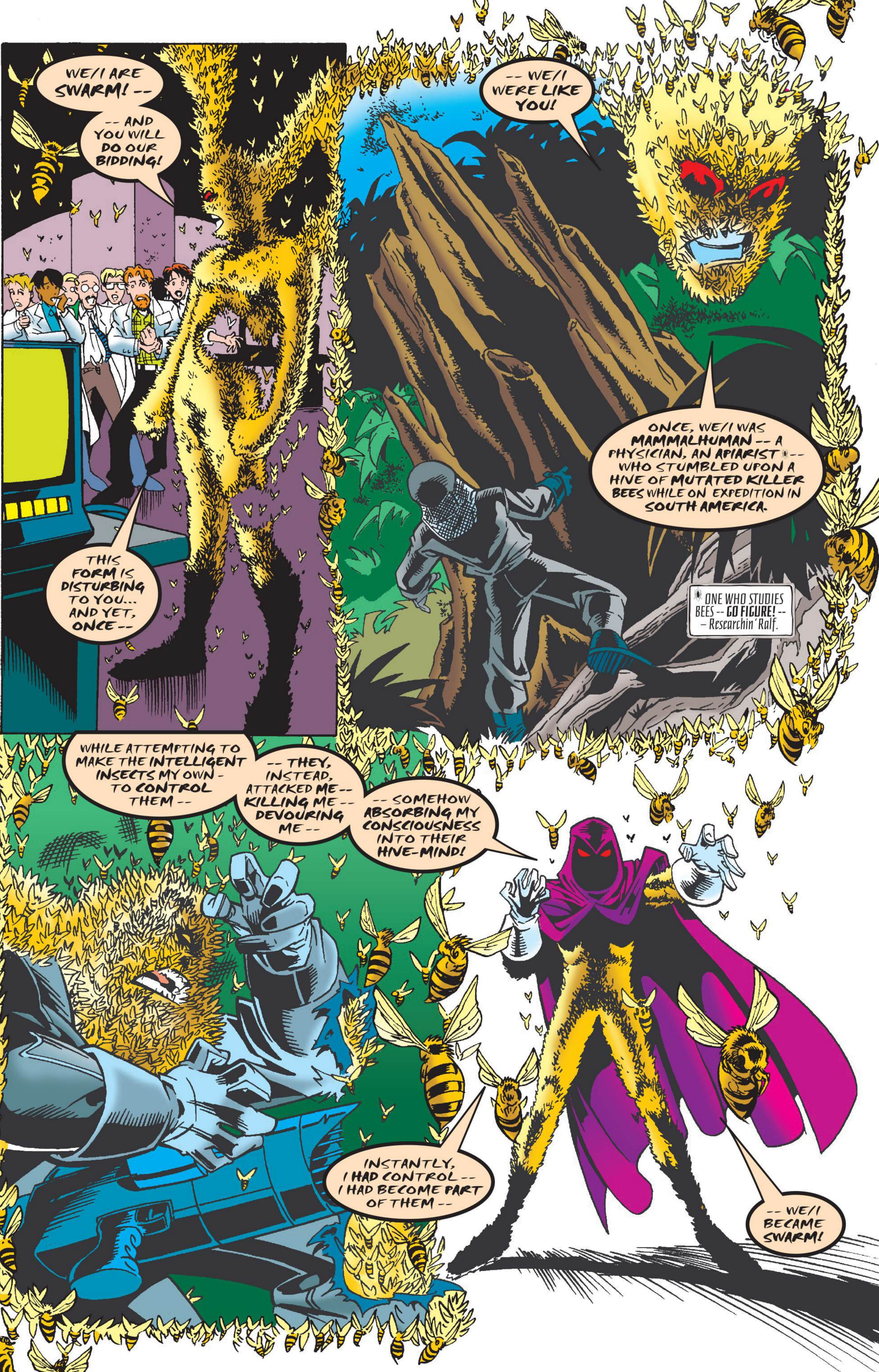


MEANWHILE, BACK AT THE LAB --

-- THE RESEARCHERS AT THE SEISMOHARMONIC INSTITUTE FIND THEMSELVES LITERALLY SURROUNDED BY BEES...

... A HUMMING RING OF THE FURIOUS INSECTS HERDING THEM INTO A TIGHT GROUP!





WE/I ARE SWARM! --

-- AND YOU WILL DO OUR BIDDING!

-- WE/I WERE LIKE YOU!

ONCE, WE/I WAS MAMMALHUMAN -- A PHYSICIAN, AN APIARIST -- WHO STUMBLED UPON A HIVE OF MUTATED KILLER BEES WHILE ON EXPEDITION IN SOUTH AMERICA.

* ONE WHO STUDIES BEES -- GO FIGURE! --
-- Researchin' Ralf.

THIS FORM IS DISTURBING TO YOU... AND YET, ONCE --

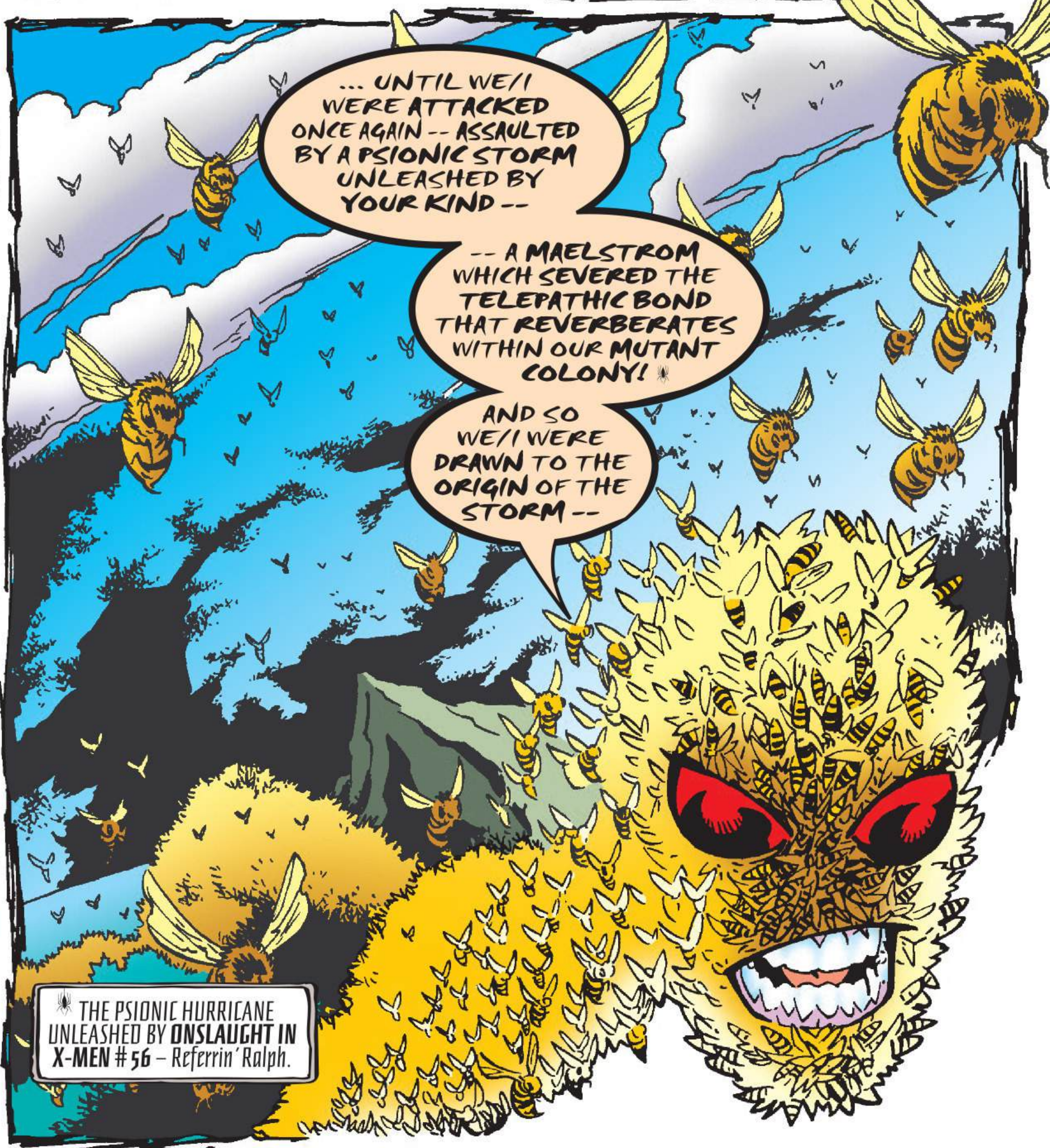
WHILE ATTEMPTING TO MAKE THE INTELLIGENT INSECTS MY OWN -- TO CONTROL THEM --

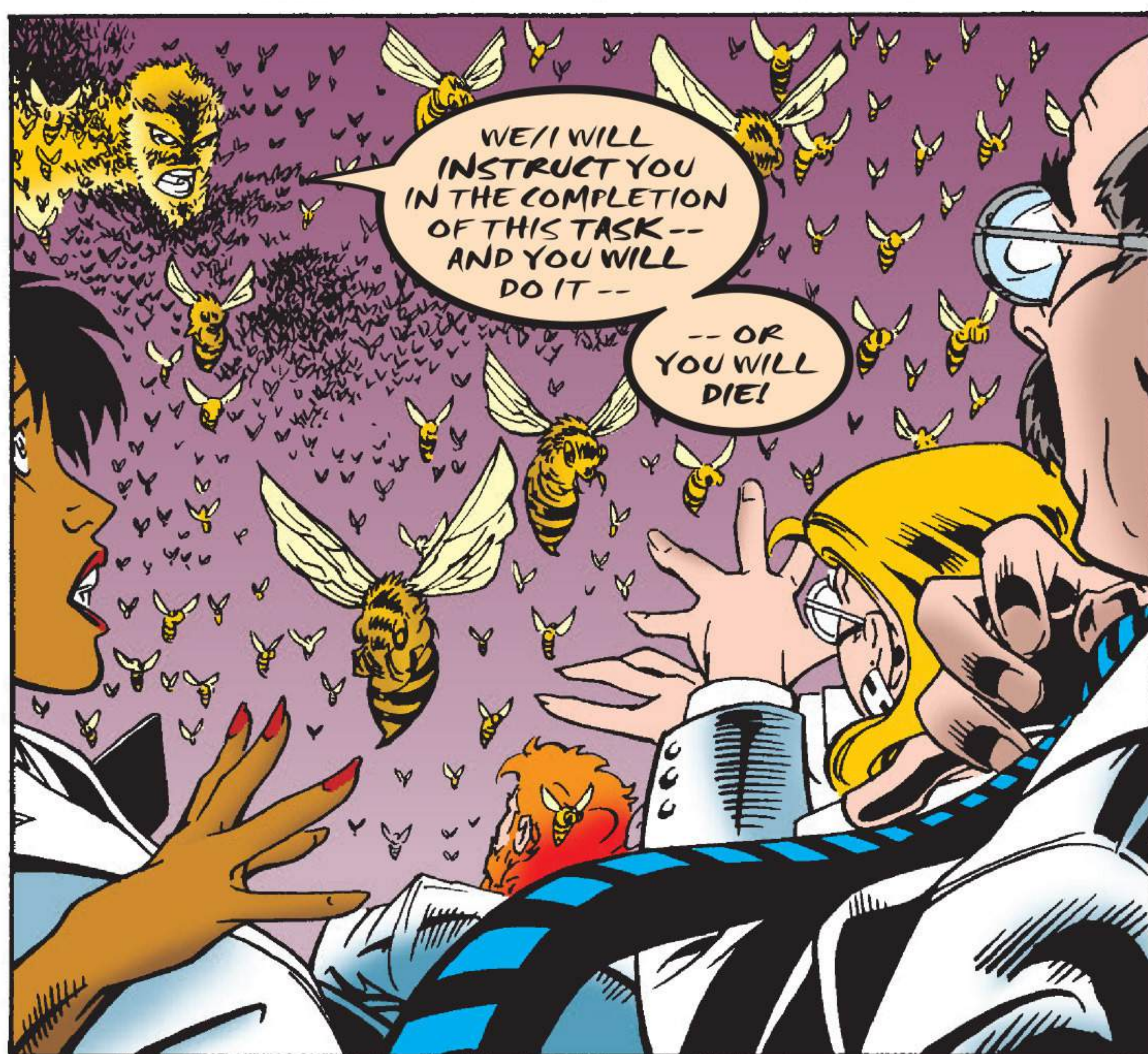
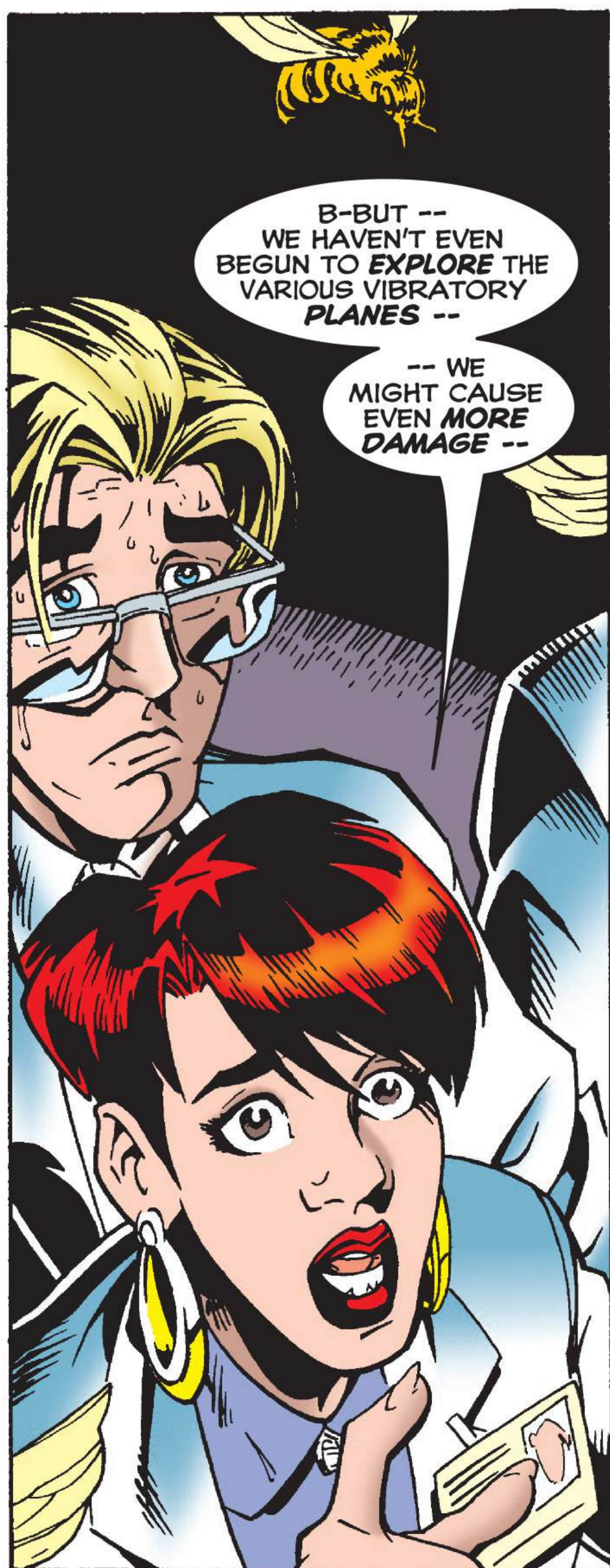
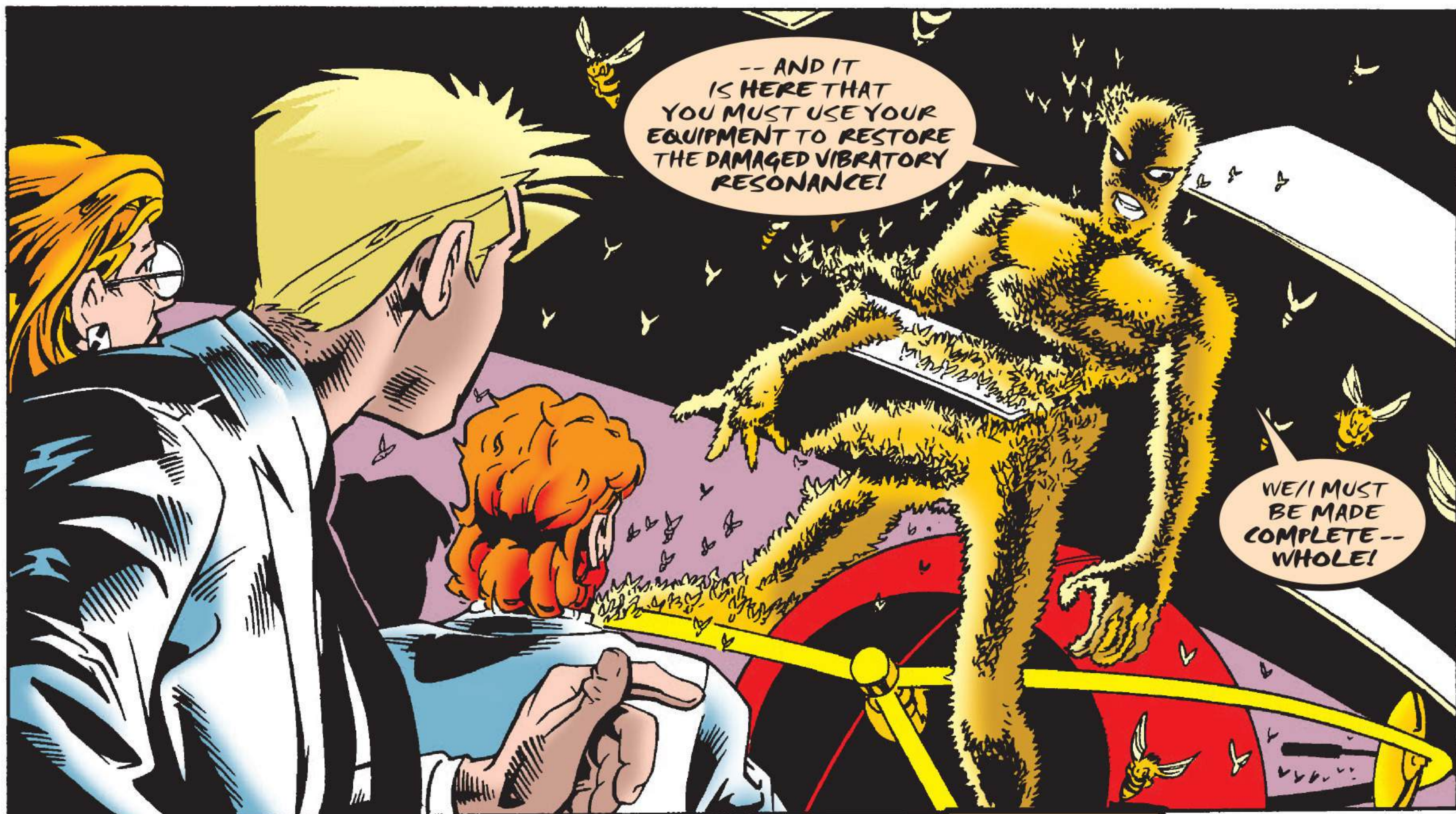
-- THEY, INSTEAD, ATTACKED ME -- KILLING ME -- DEVOURING ME --

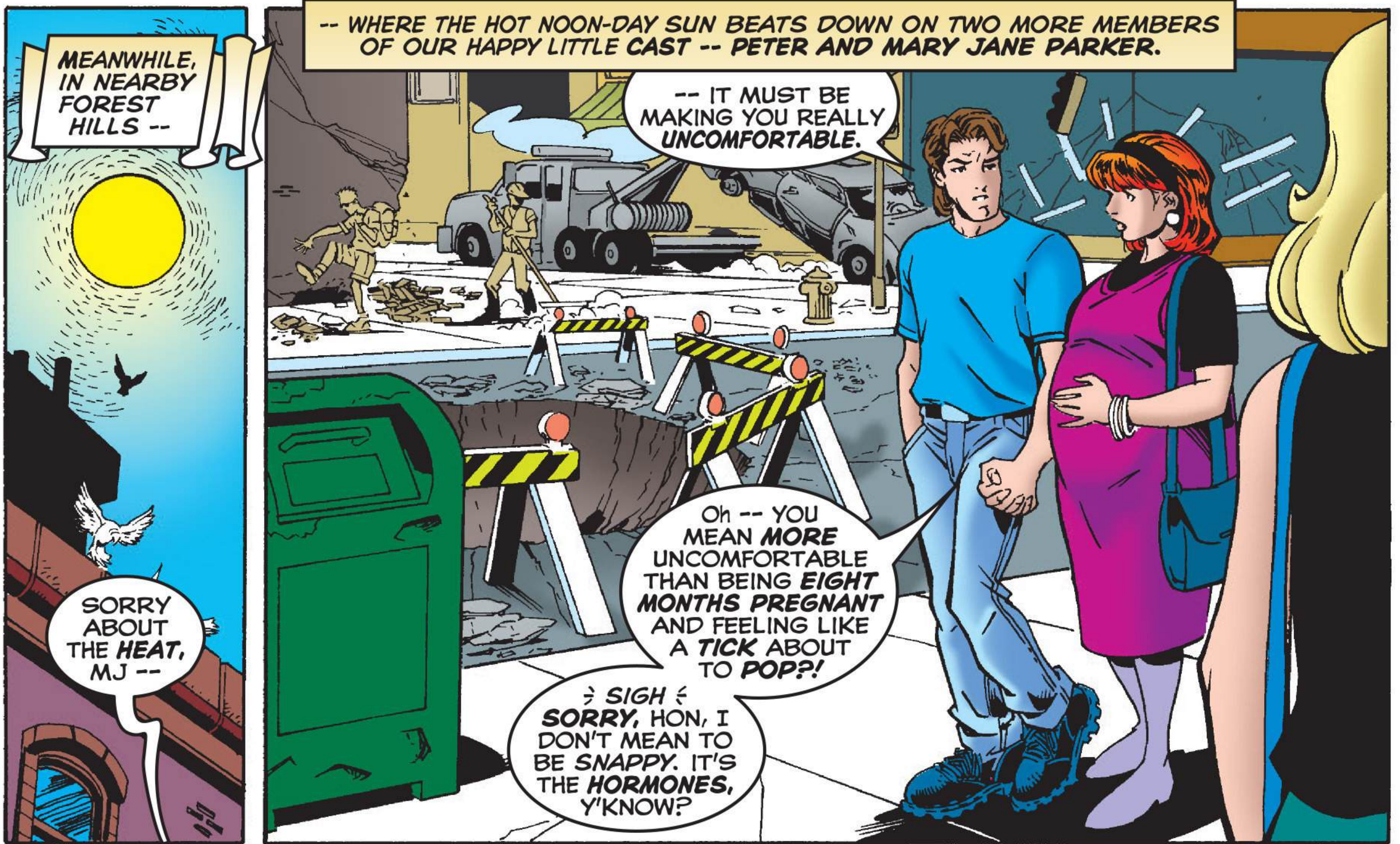
-- SOMEHOW ABSORBING MY CONSCIOUSNESS INTO THEIR HIVE-MIND!

INSTANTLY, I HAD CONTROL -- I HAD BECOME PART OF THEM --

-- WE/I BECAME SWARM!







MEANWHILE,
IN NEARBY
FOREST
HILLS --

-- WHERE THE HOT NOON-DAY SUN BEATS DOWN ON TWO MORE MEMBERS
OF OUR HAPPY LITTLE CAST -- PETER AND MARY JANE PARKER.

-- IT MUST BE
MAKING YOU REALLY
UNCOMFORTABLE.

SORRY
ABOUT
THE HEAT,
MJ --

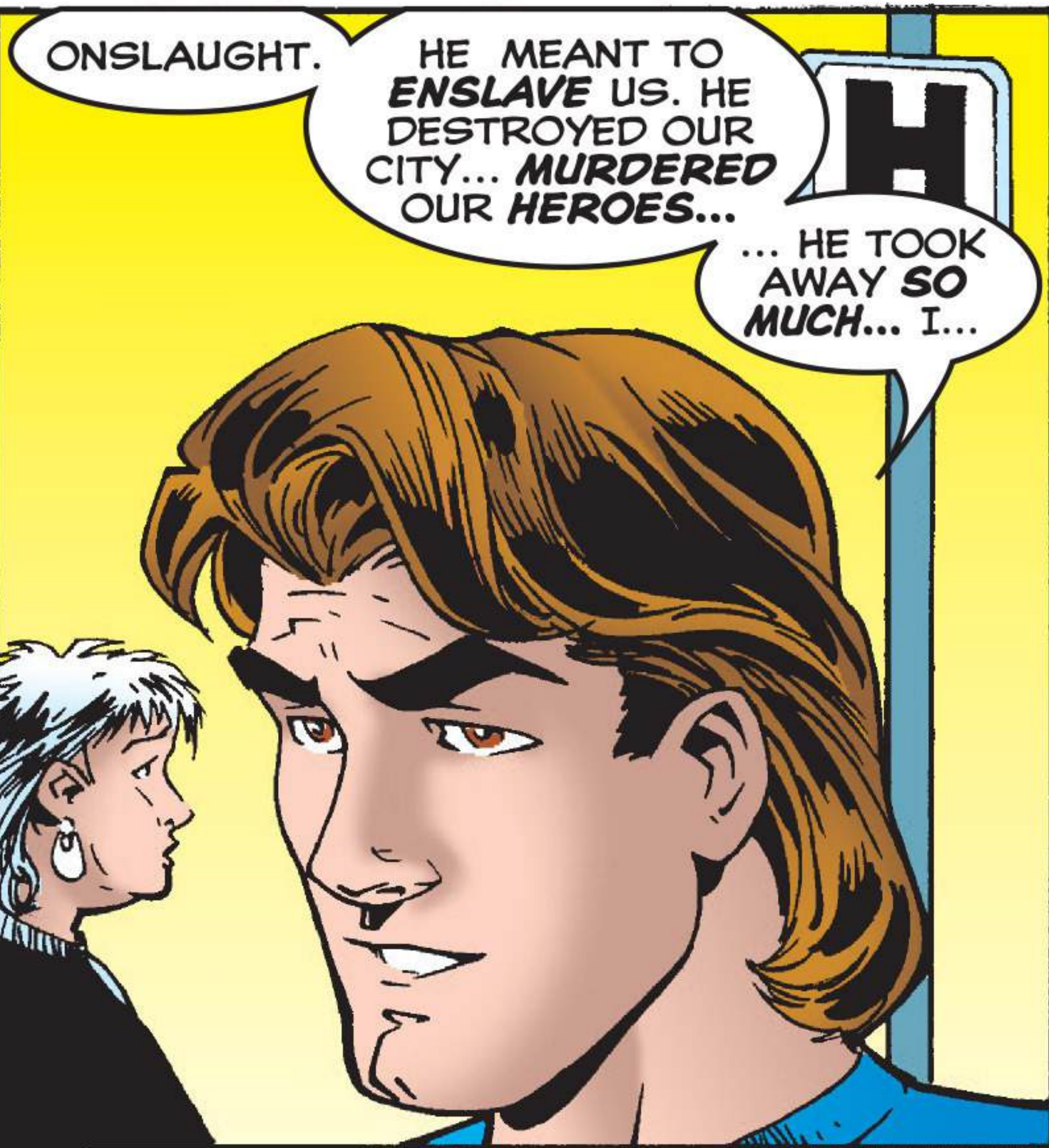
Oh -- YOU
MEAN **MORE**
UNCOMFORTABLE
THAN BEING **EIGHT**
MONTHS PREGNANT
AND FEELING LIKE
A TICK ABOUT
TO **POP?!**

~ SIGH ~
SORRY, HON, I
DON'T MEAN TO
BE **SNAPPY**. IT'S
THE **HORMONES**,
Y'KNOW?



Oh, PETER... LOOK
AT ALL THIS
DAMAGE!

EVERY
CONTRACTOR
IN THE TRI-STATE
AREA MUST BE WORKING
OVERTIME JUST TRYING
TO PUT THE CITY BACK
TOGETHER!



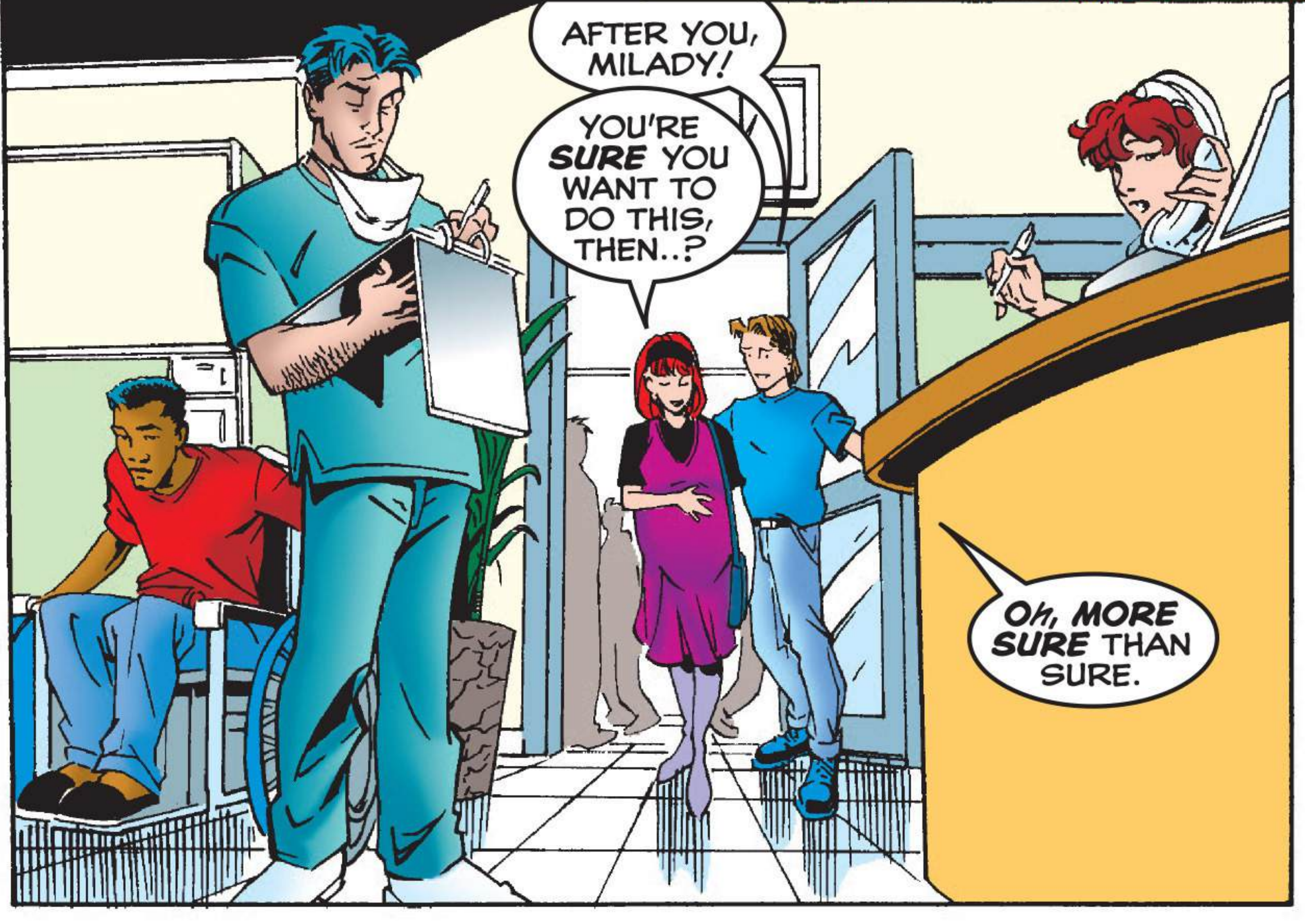
ONSLAUGHT.

HE MEANT TO
ENSLAVE US. HE
DESTROYED OUR
CITY... **MURDERED**
OUR **HEROES...**

... HE TOOK
AWAY SO
MUCH... I...



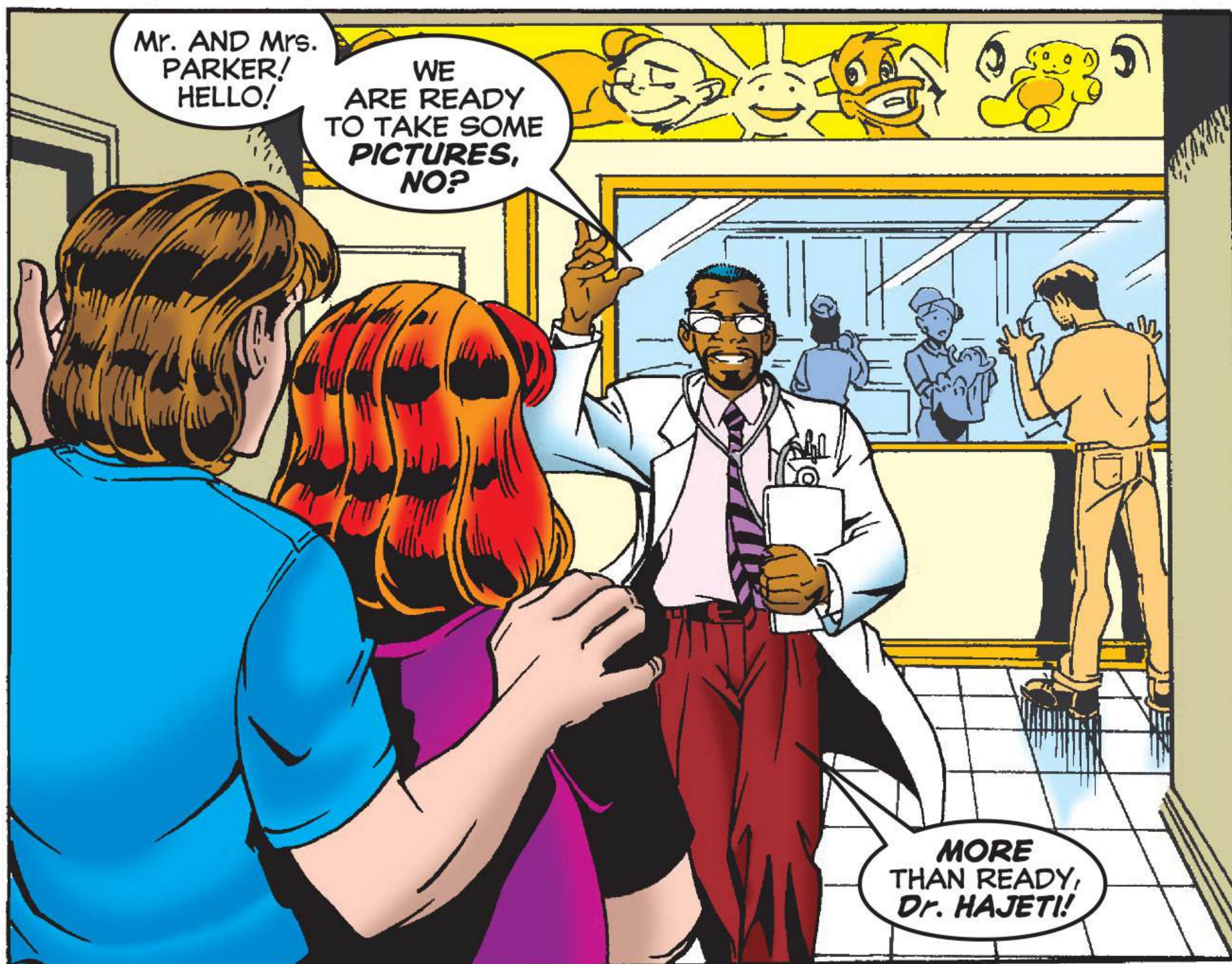
... I'M **SORRY**, HON -- DIDN'T
MEAN TO **SKETCH** ON YOU
LIKE THAT...



AFTER YOU,
MILADY!

YOU'RE
SURE YOU
WANT TO
DO THIS,
THEN...?

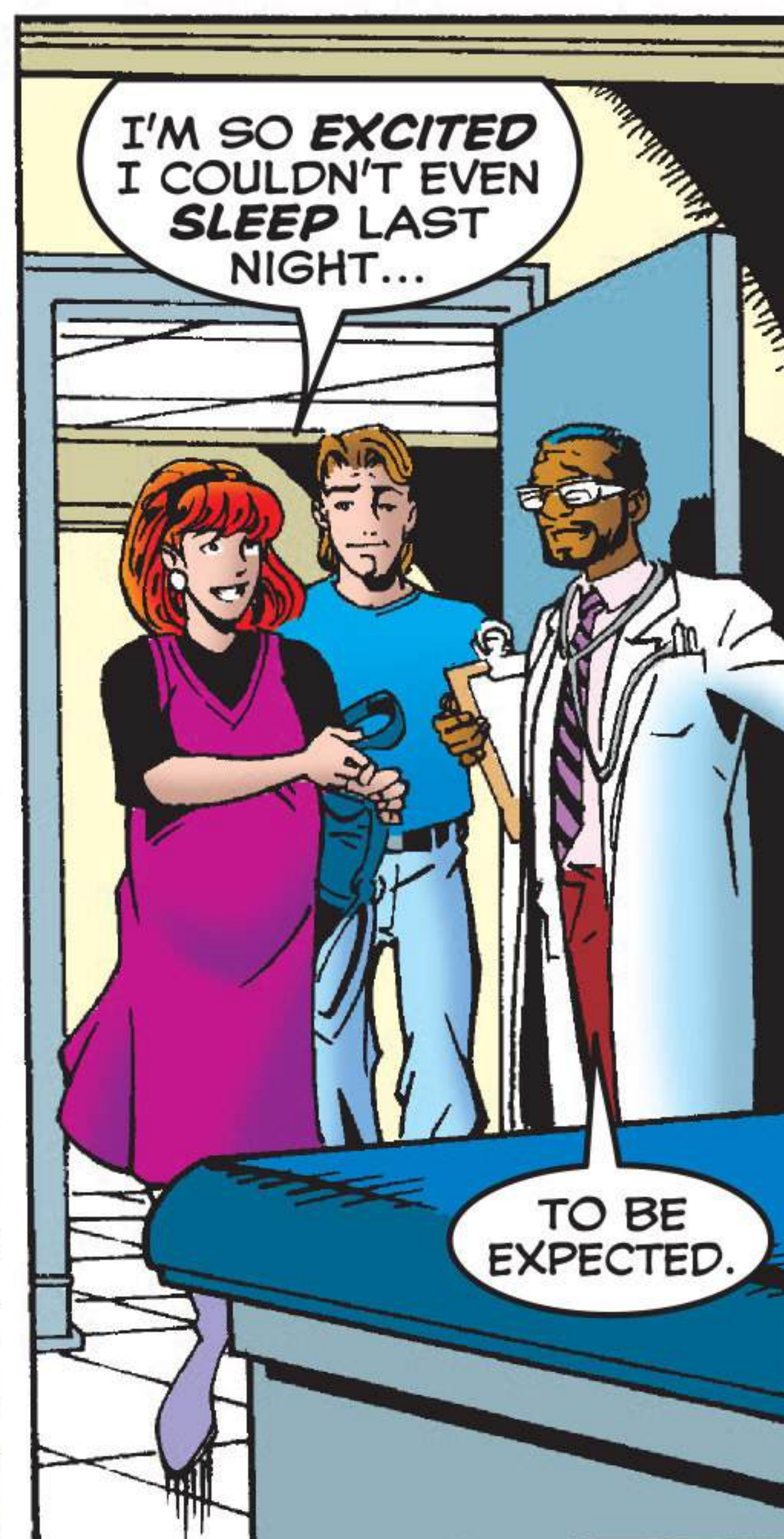
Oh, **MORE**
SURE THAN
SURE.



Mr. AND Mrs. PARKER! HELLO!

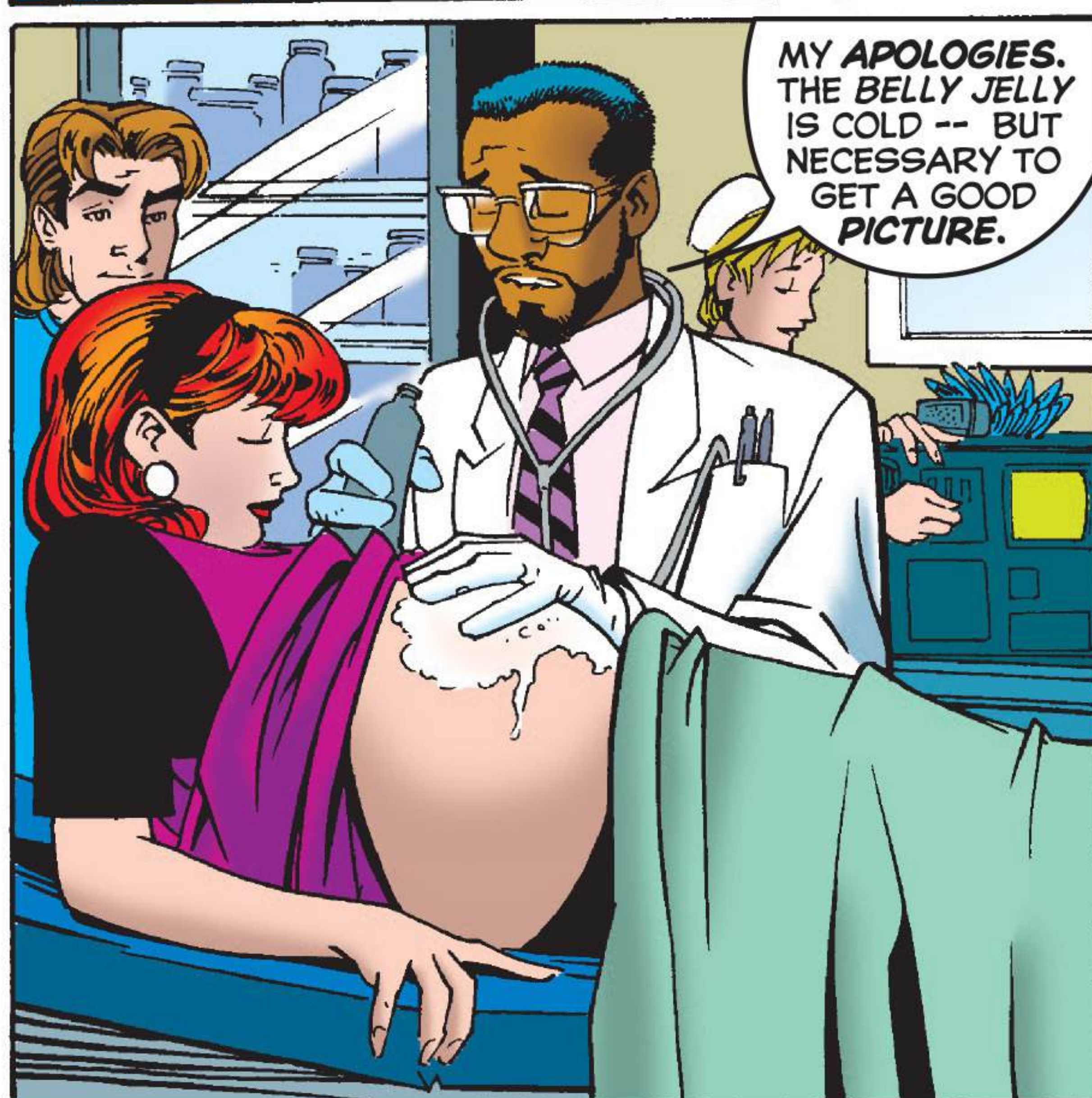
WE ARE READY TO TAKE SOME PICTURES, NO?

MORE THAN READY, Dr. HAJETI!



I'M SO EXCITED I COULDN'T EVEN SLEEP LAST NIGHT...

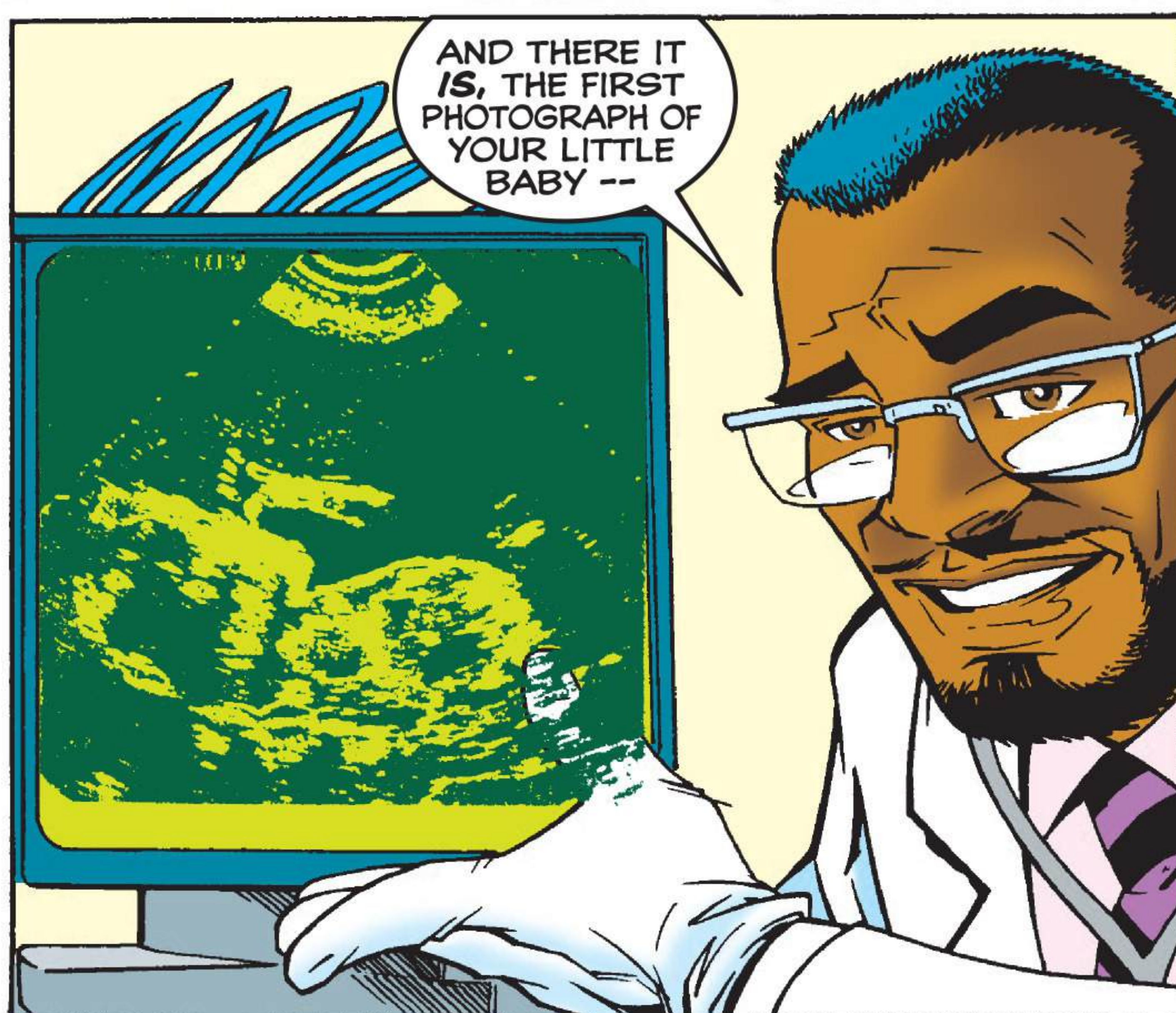
TO BE EXPECTED.



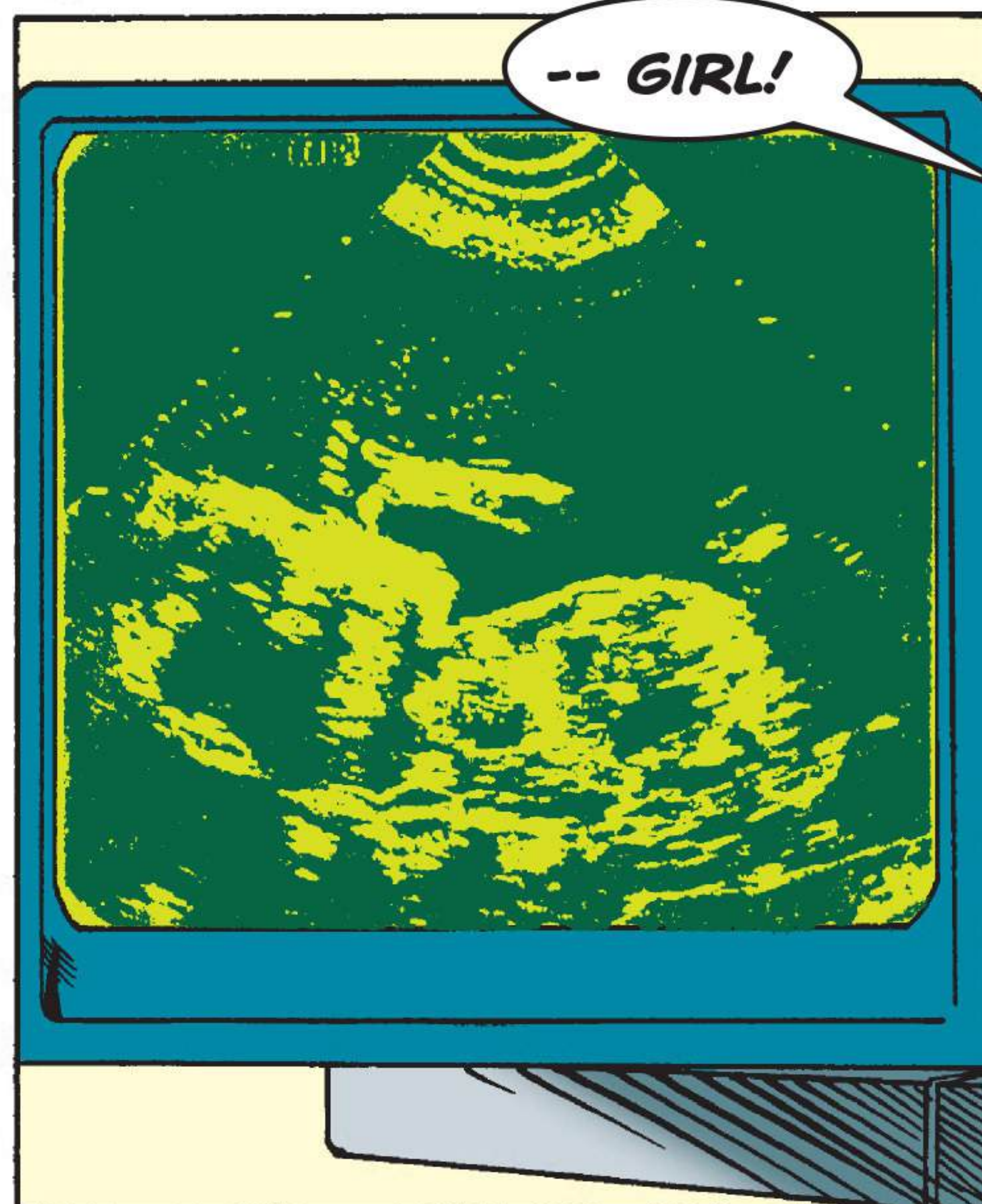
MY APOLOGIES. THE BELLY JELLY IS COLD -- BUT NECESSARY TO GET A GOOD PICTURE.



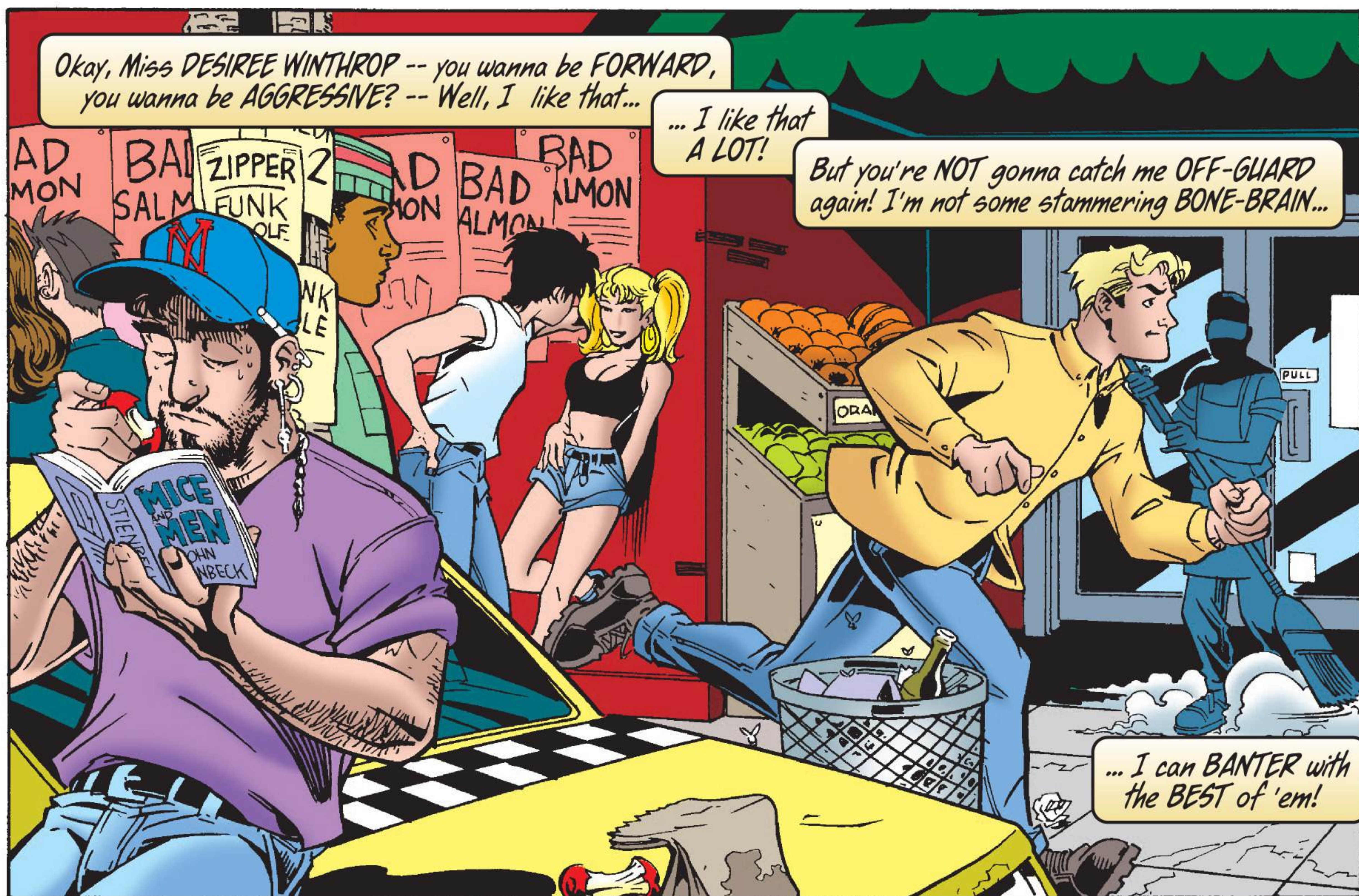
I ALWAYS TELL THE BABY, "SAY CHEESE!"



AND THERE IT IS, THE FIRST PHOTOGRAPH OF YOUR LITTLE BABY --



-- GIRL!



Okay, Miss DESIREE WINTHROP -- you wanna be FORWARD, you wanna be AGGRESSIVE? -- Well, I like that...

... I like that A LOT!

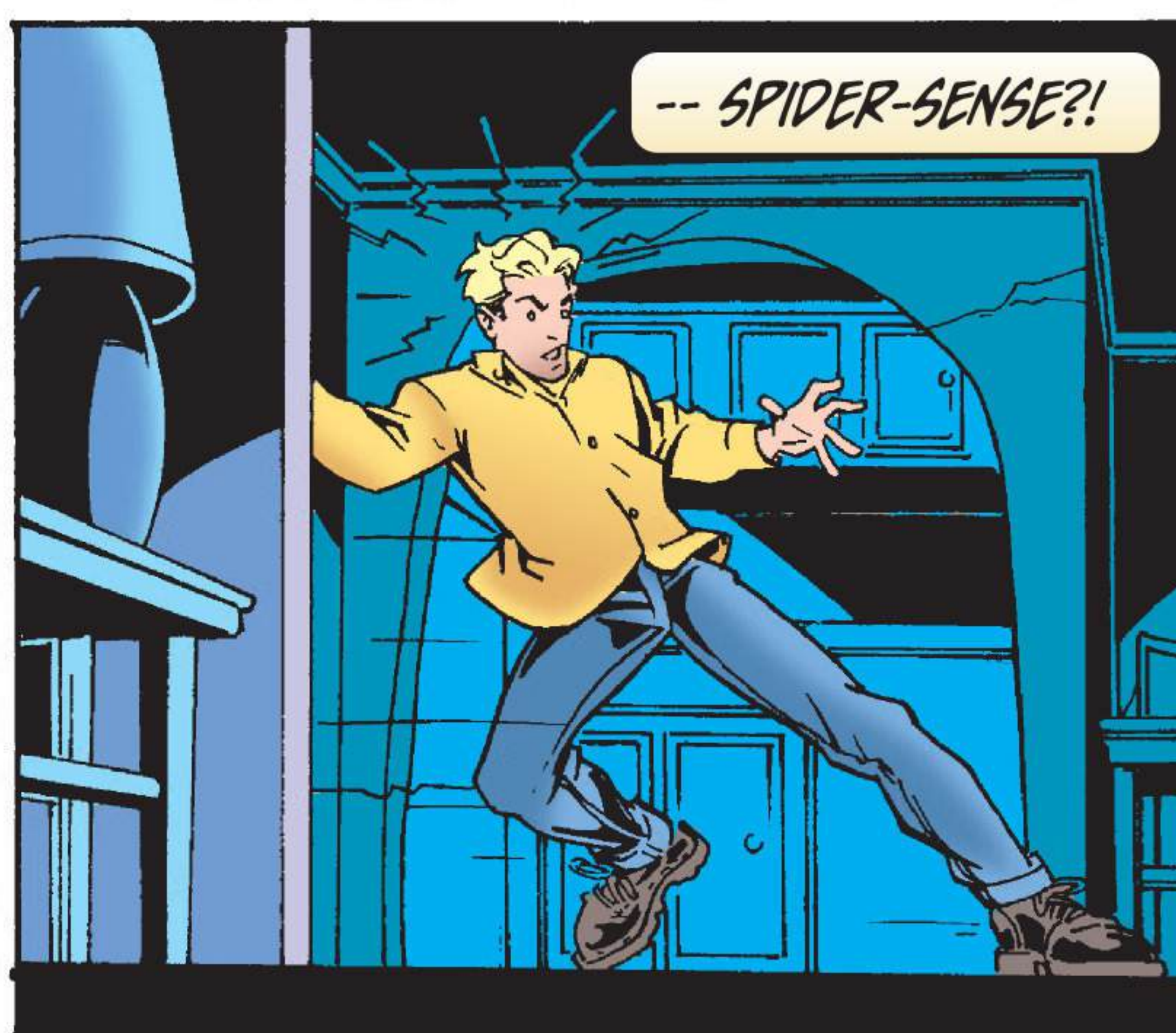
But you're NOT gonna catch me OFF-GUARD again! I'm not some stammering BONE-BRAIN...

... I can BANTER with the BEST of 'em!



Just enough time to throw some STUFF in the LAUNDRY --

-- SHOWER, SHAVE, and --



-- SPIDER-SENSE?!



-- BATHROOM?!

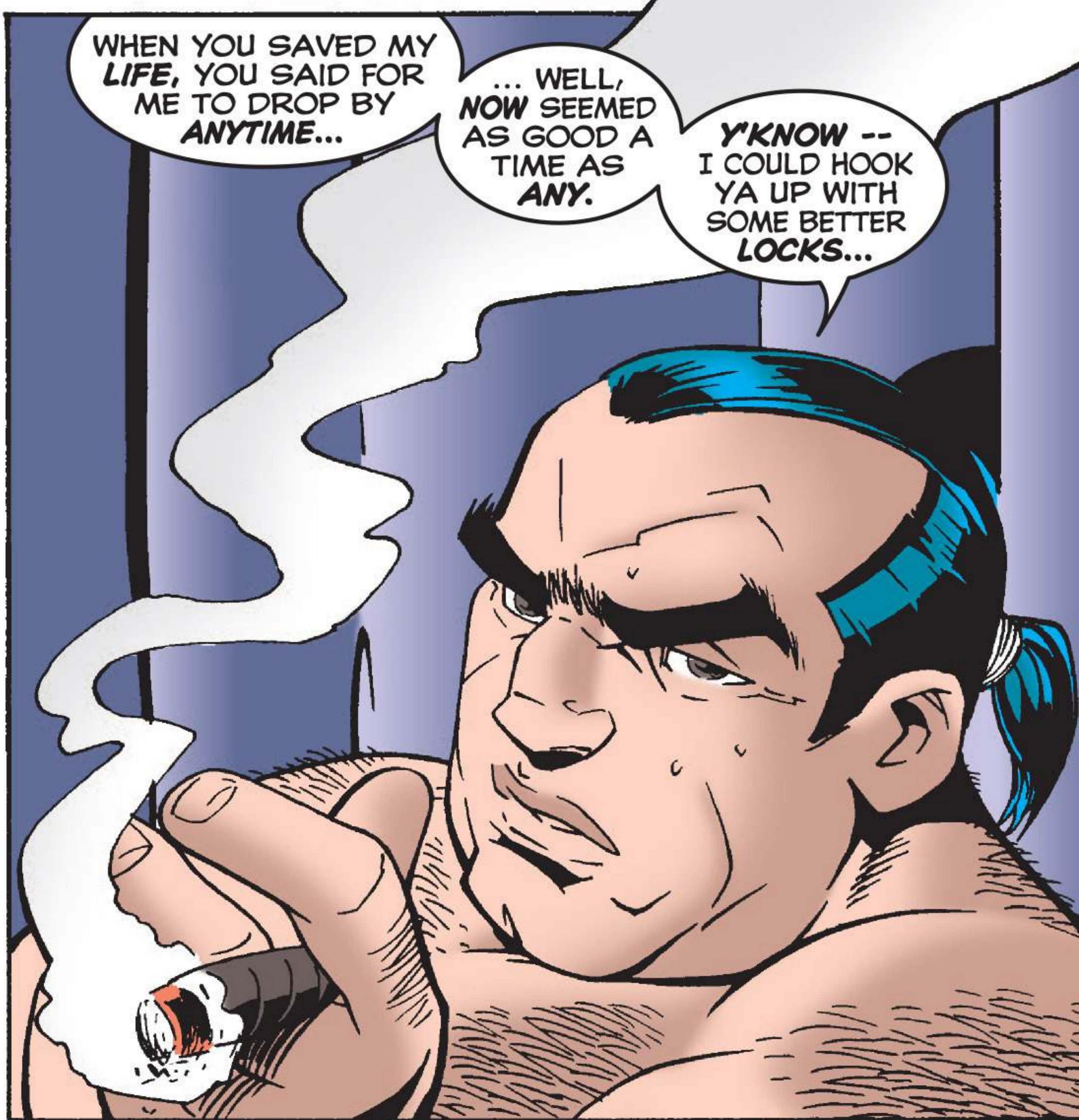
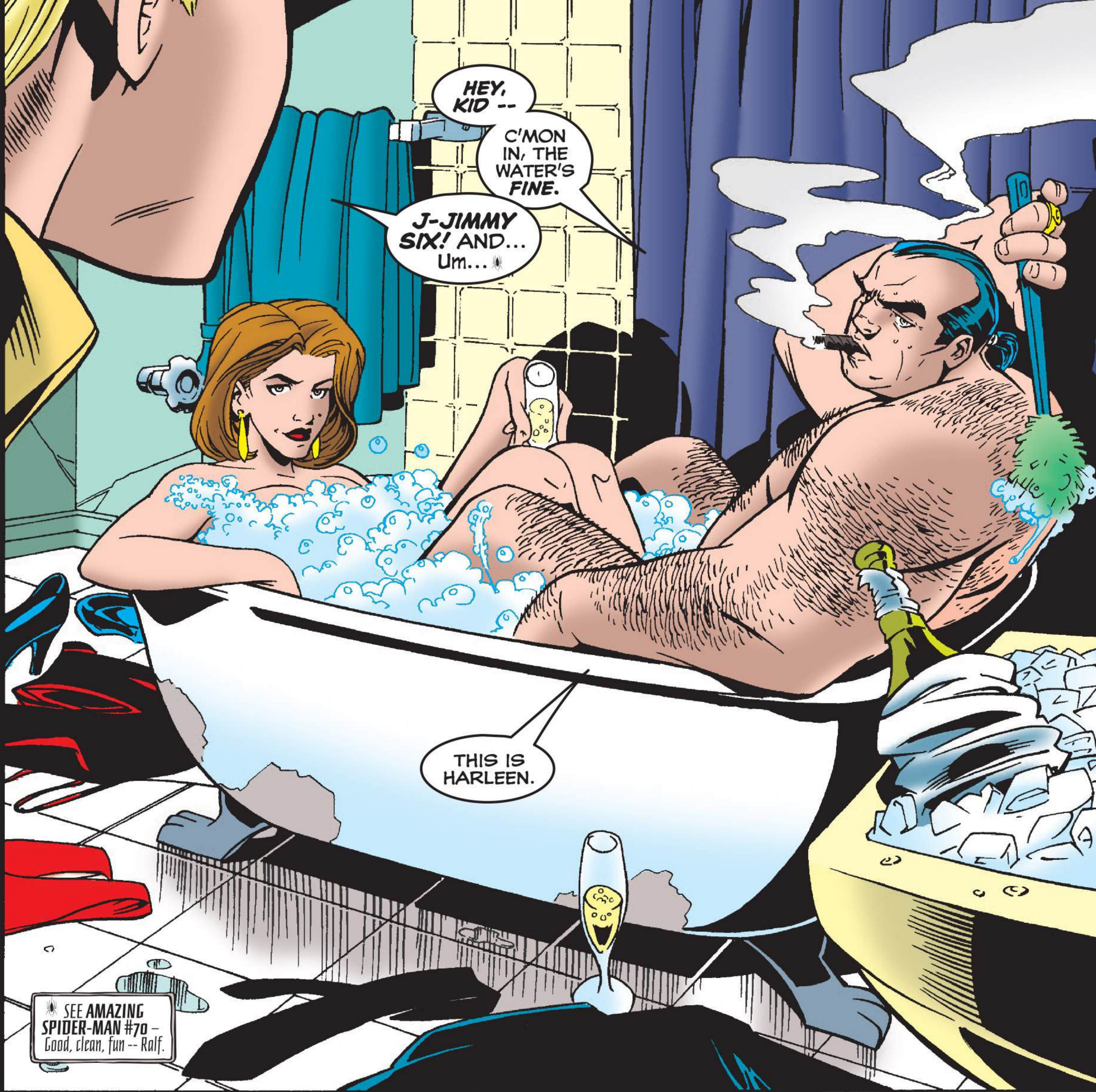


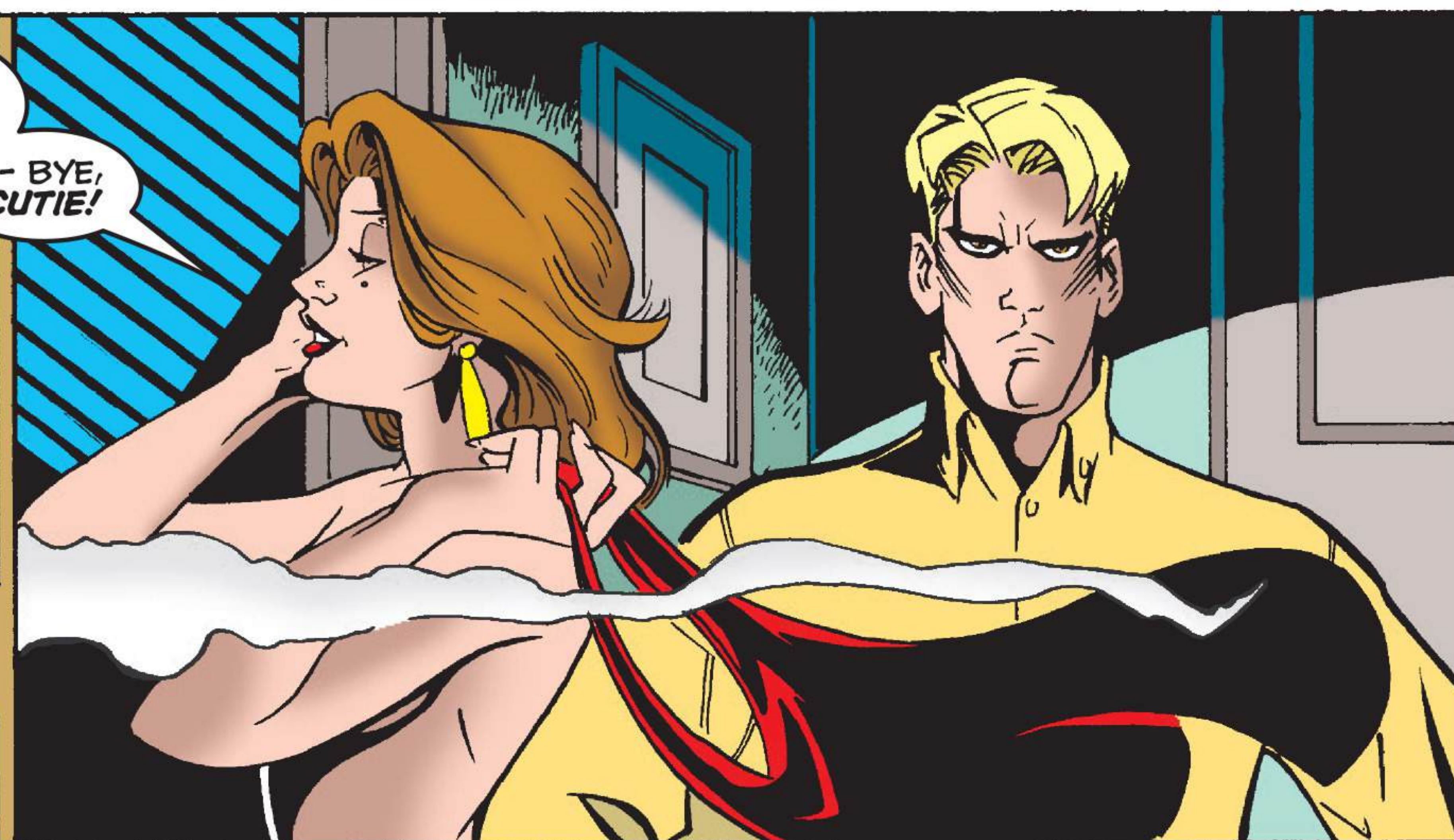
And do I smell --

-- CIGAR SMOKE..?



WHAT --
HEY!!

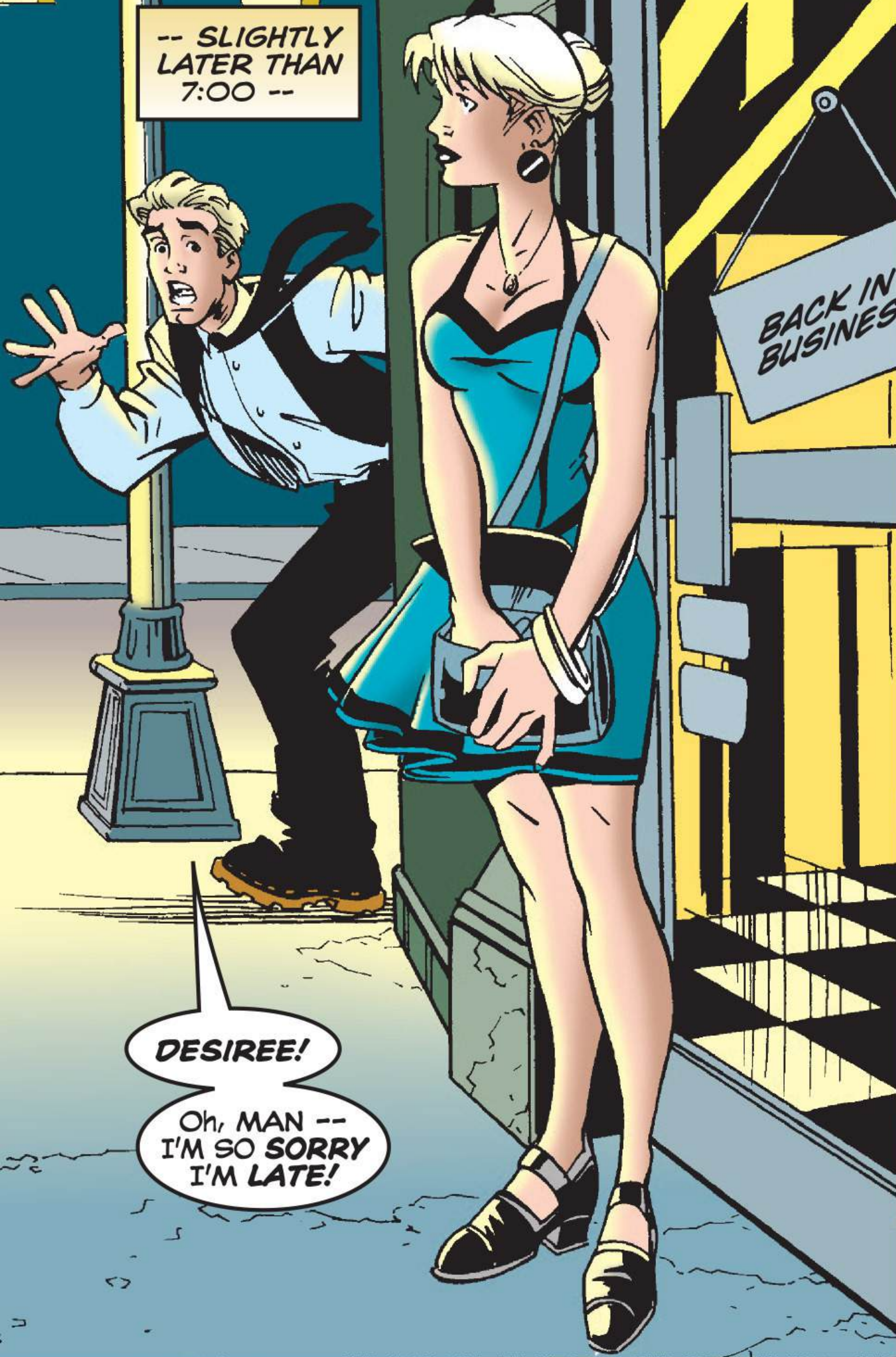




IN FRONT OF THE
DAILY GRIND --

-- LATER THAT
EVENING --

-- SLIGHTLY
LATER THAN
7:00 --



DESIREE!

Oh, MAN --
I'M SO SORRY
I'M LATE!

THIS, Uh... **FRIEND** OF MINE
DROPPED BY... WELL, HE'S NOT
REALLY A **FRIEND**...



DON'T
WORRY
ABOUT IT,
BEN --

-- ACTUALLY, I
WAS KINDA **AFRAID**
I HAD **SCARED** YOU
OFF BY BEING SO
BOLD EARLIER.

I'VE REALIZED LATELY
THAT SOMETIMES I GET
LOST IN WHO I AM. EVERYONE
ALWAYS EXPECTS ME TO
BE THIS **FLY FASHION**
CHICK --

-- TO BE
ALL ABOUT
MYSELF... BUT
THAT'S NOT
ME.

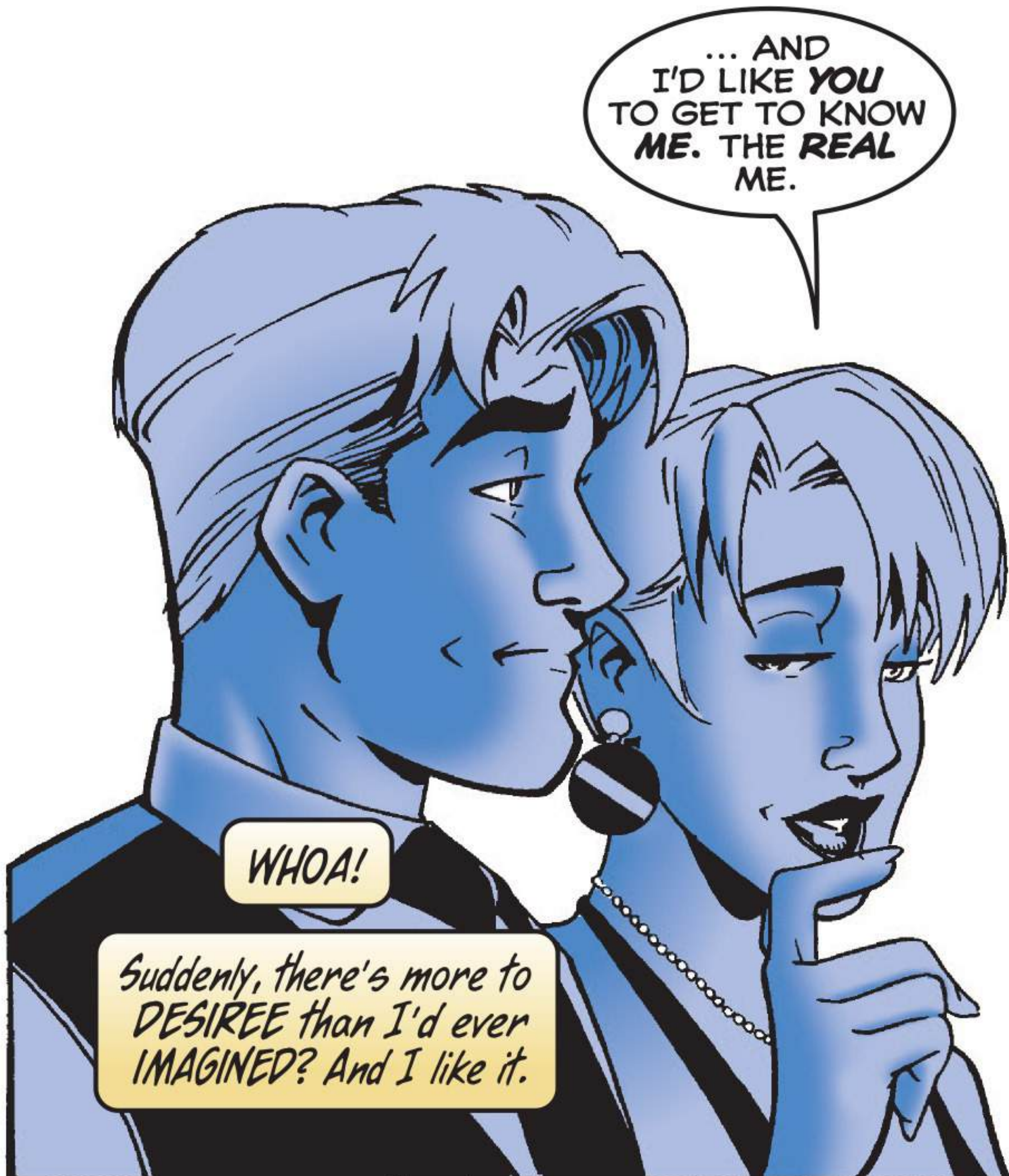


I... I DON'T
MEAN TO BE SO **BLUNT**...
BUT... I **LIKE** YOU, BEN -- AND
I'D LIKE TO GET TO **KNOW** YOU...

... AND
I'D LIKE **YOU**
TO GET TO KNOW
ME. THE **REAL**
ME.

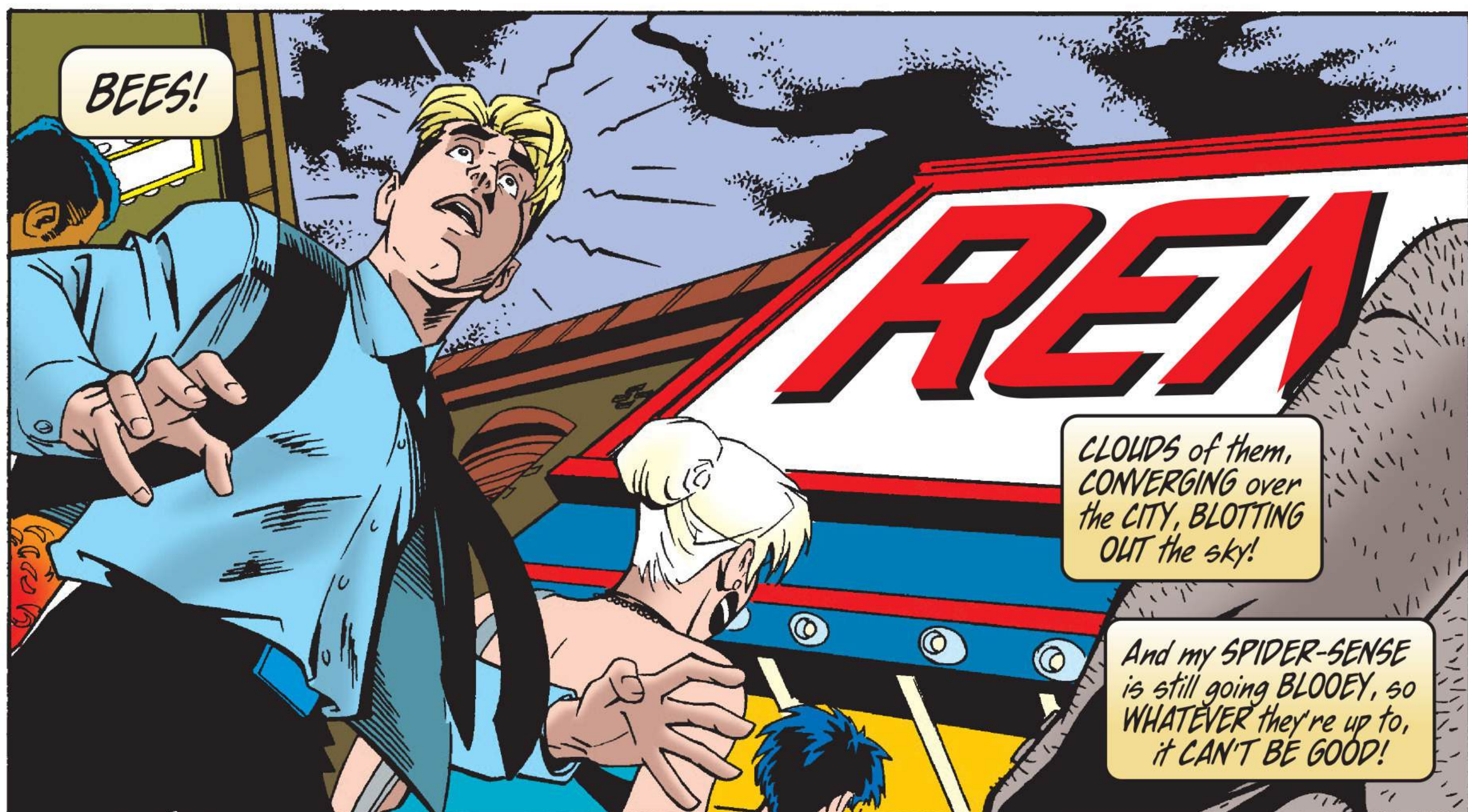
WHOA!

Suddenly, there's more to
DESIREE than I'd ever
IMAGINED? And I like it.



Maybe we --
ZOINKS!

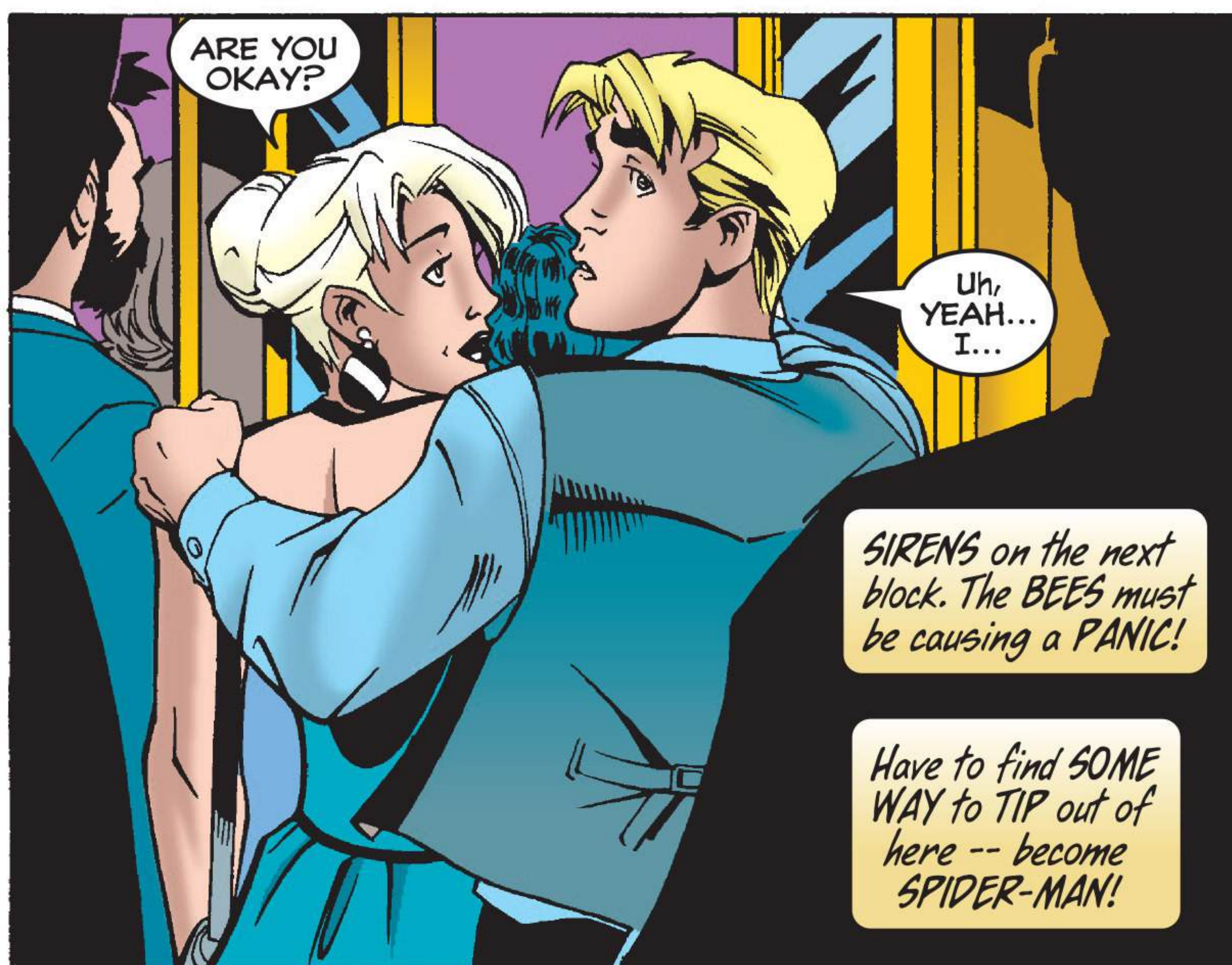




BEEES!

CLOUDS of them,
CONVERGING over
the CITY, BLOTTING
OUT the sky!

And my SPIDER-SENSE
is still going BLOOEY, so
WHATEVER they're up to,
it CAN'T BE GOOD!

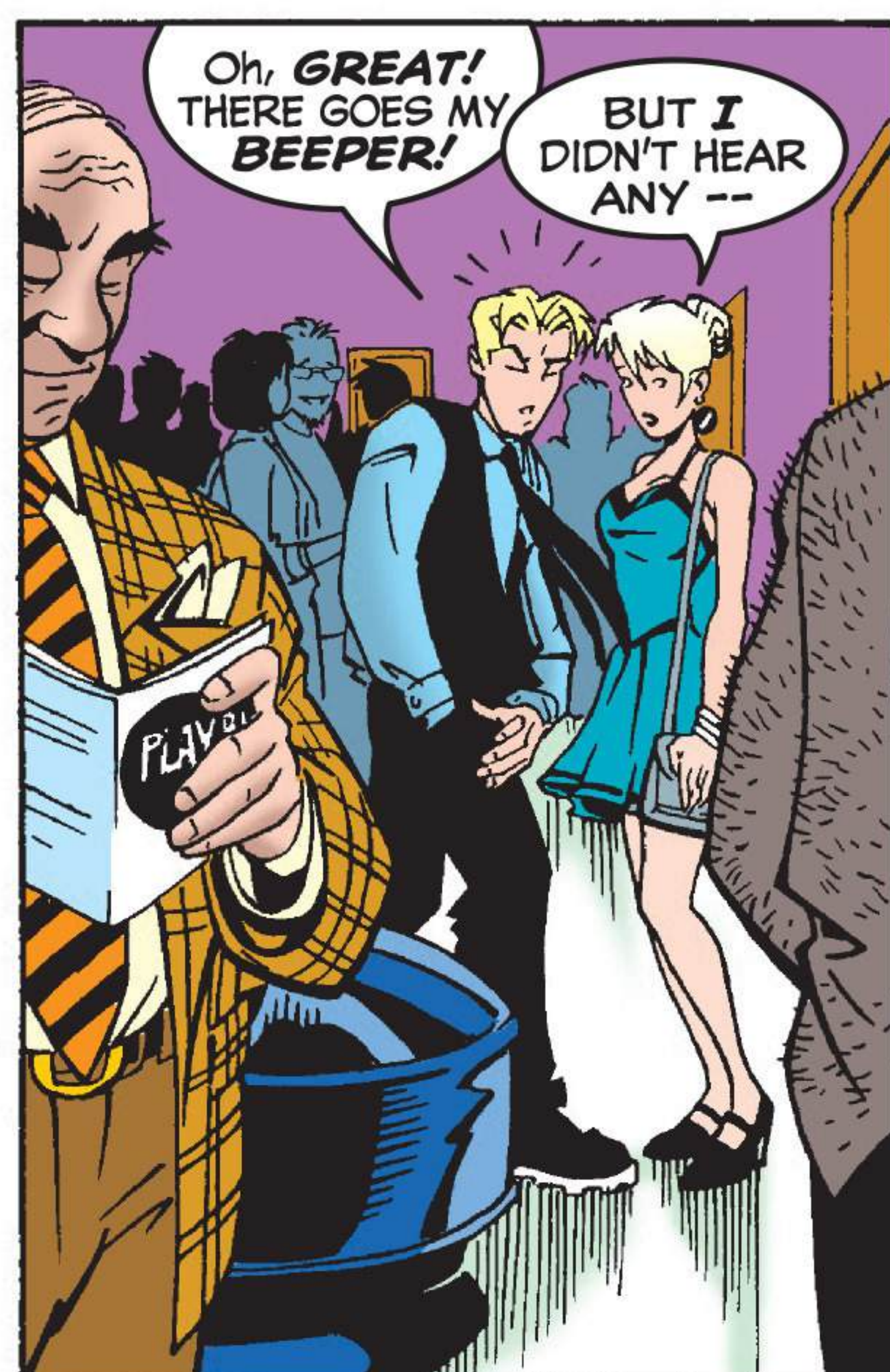


ARE YOU
OKAY?

Uh,
YEAH...
I...

SIRENS on the next
block. The BEEES must
be causing a PANIC!

Have to find SOME
WAY to TIP out of
here -- become
SPIDER-MAN!



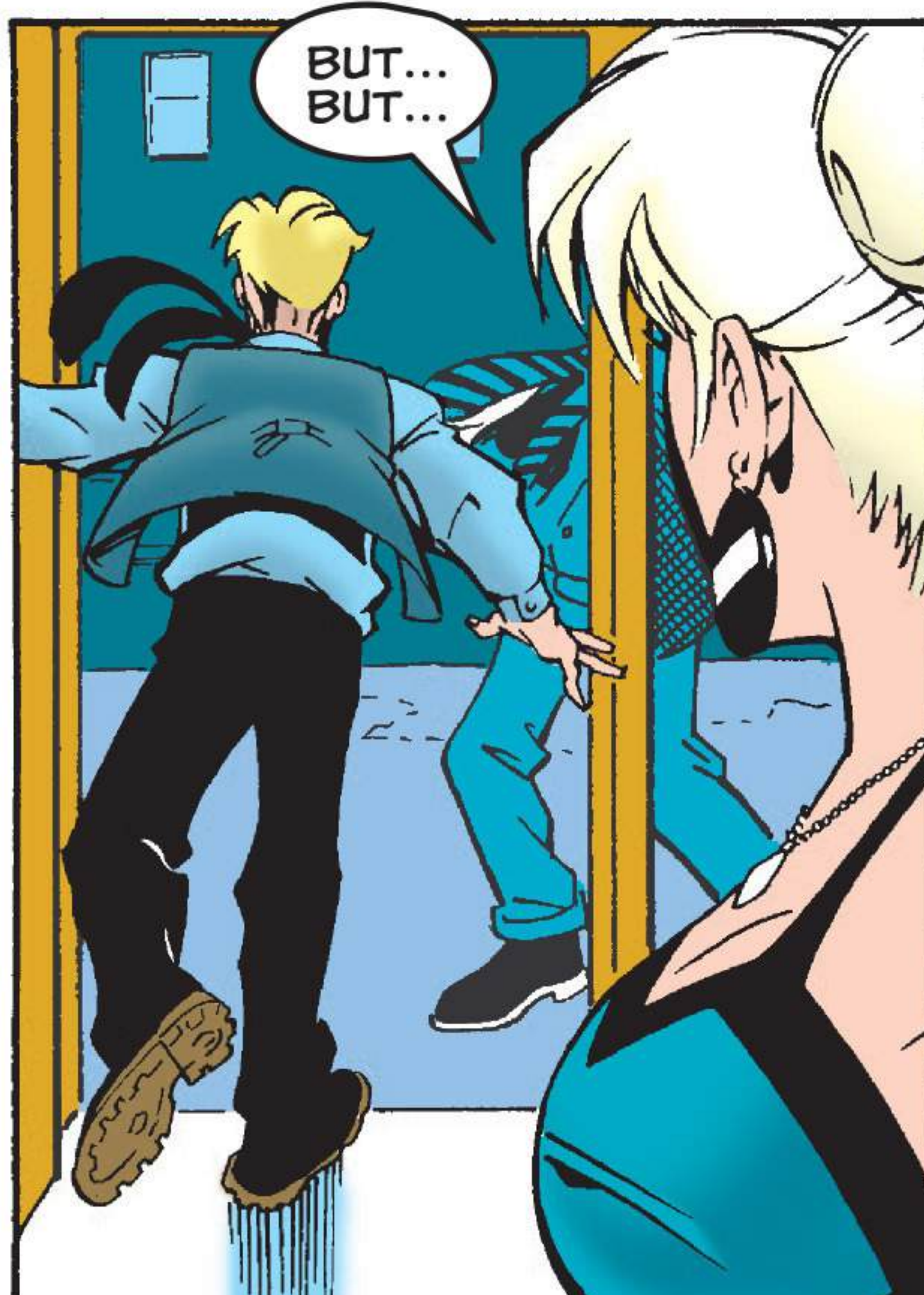
Oh, GREAT!
THERE GOES MY
BEEPER!

BUT I
DIDN'T HEAR
ANY --



LOOK, DESIREE -- I'M
REALLY SORRY. YOU
GO ON, AND I'LL BE
IN IN A MINUTE.

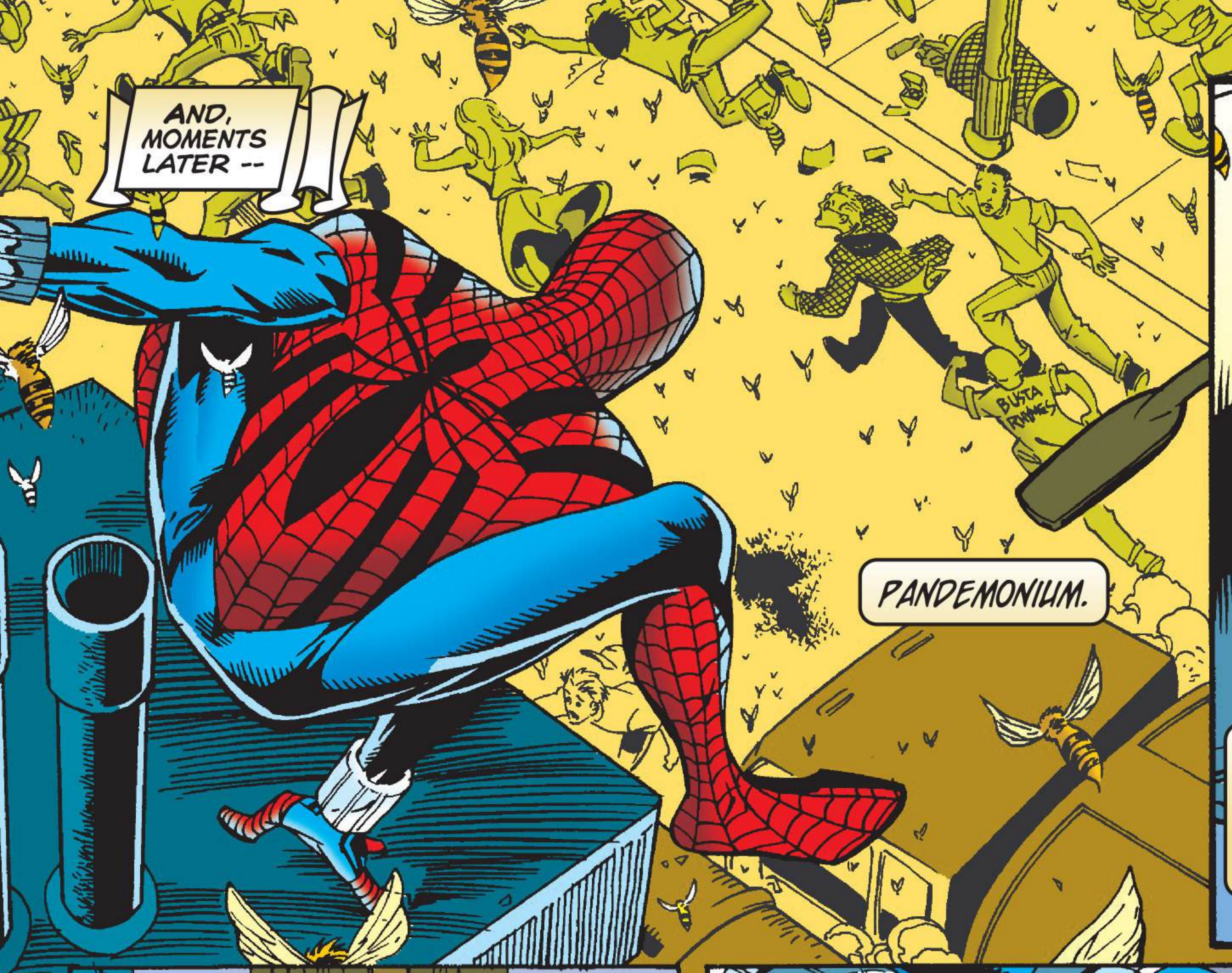
I'VE GOT
TO MAKE A
PHONE CALL.



BUT...
BUT...



... I DIDN'T KNOW
YOU HAD A
BEEPER.

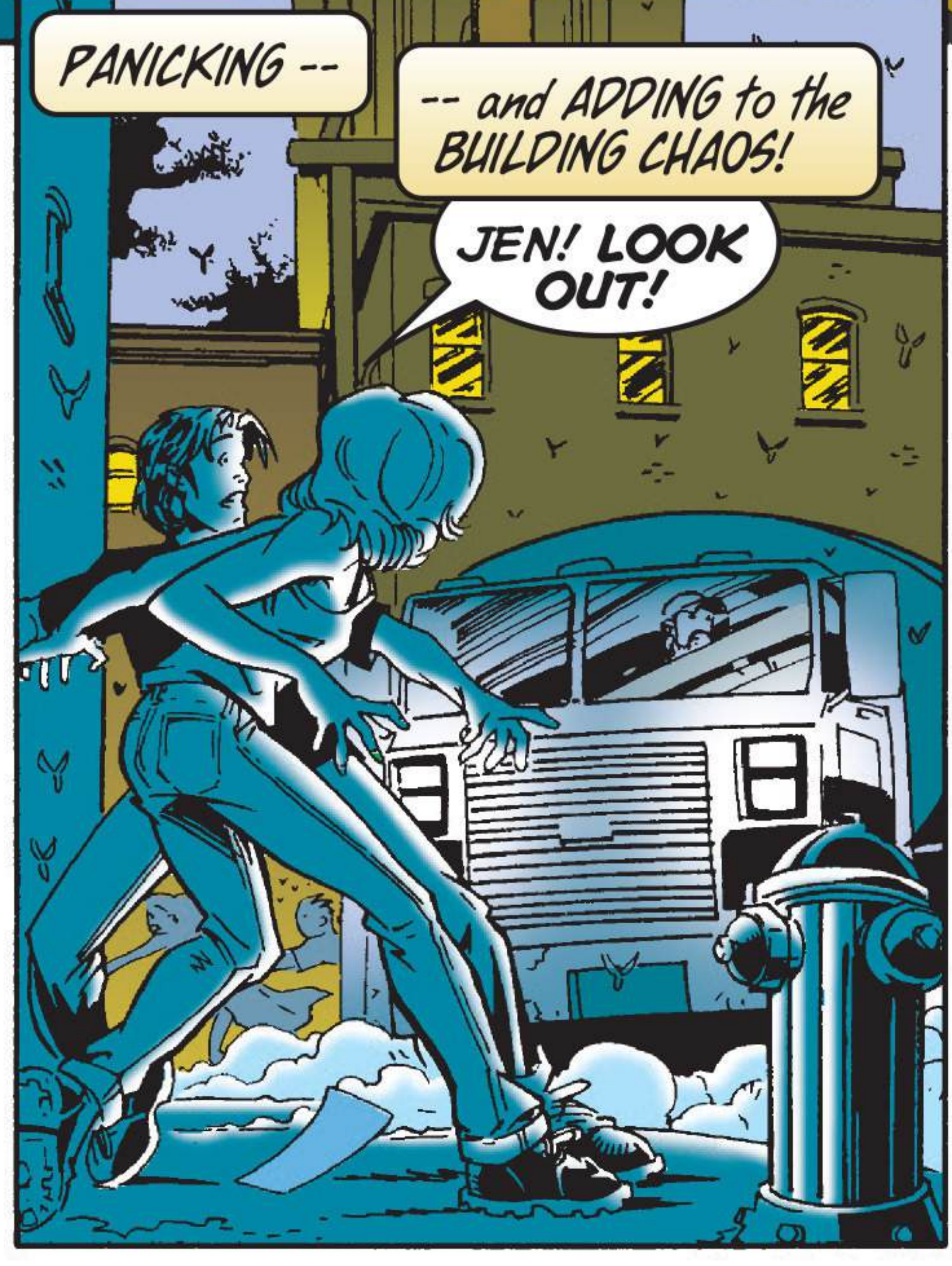


AND, MOMENTS LATER --

PANDEMONIUM.



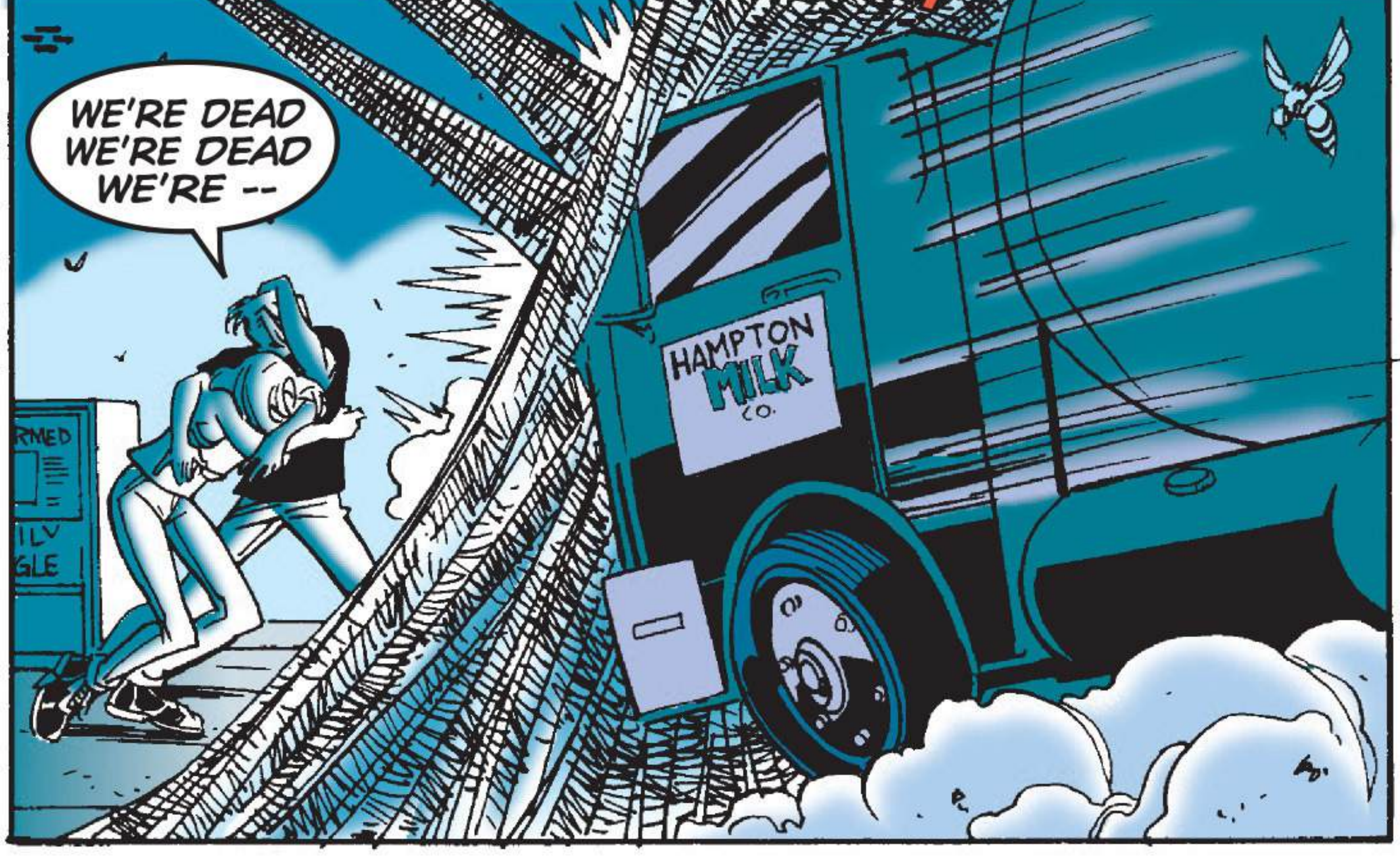
The BEES don't seem to be ATTACKING anybody, but that's not stopping everybody from PANICKING ANYWAY!



PANICKING --

-- and ADDING to the BUILDING CHAOS!

JEN! LOOK OUT!

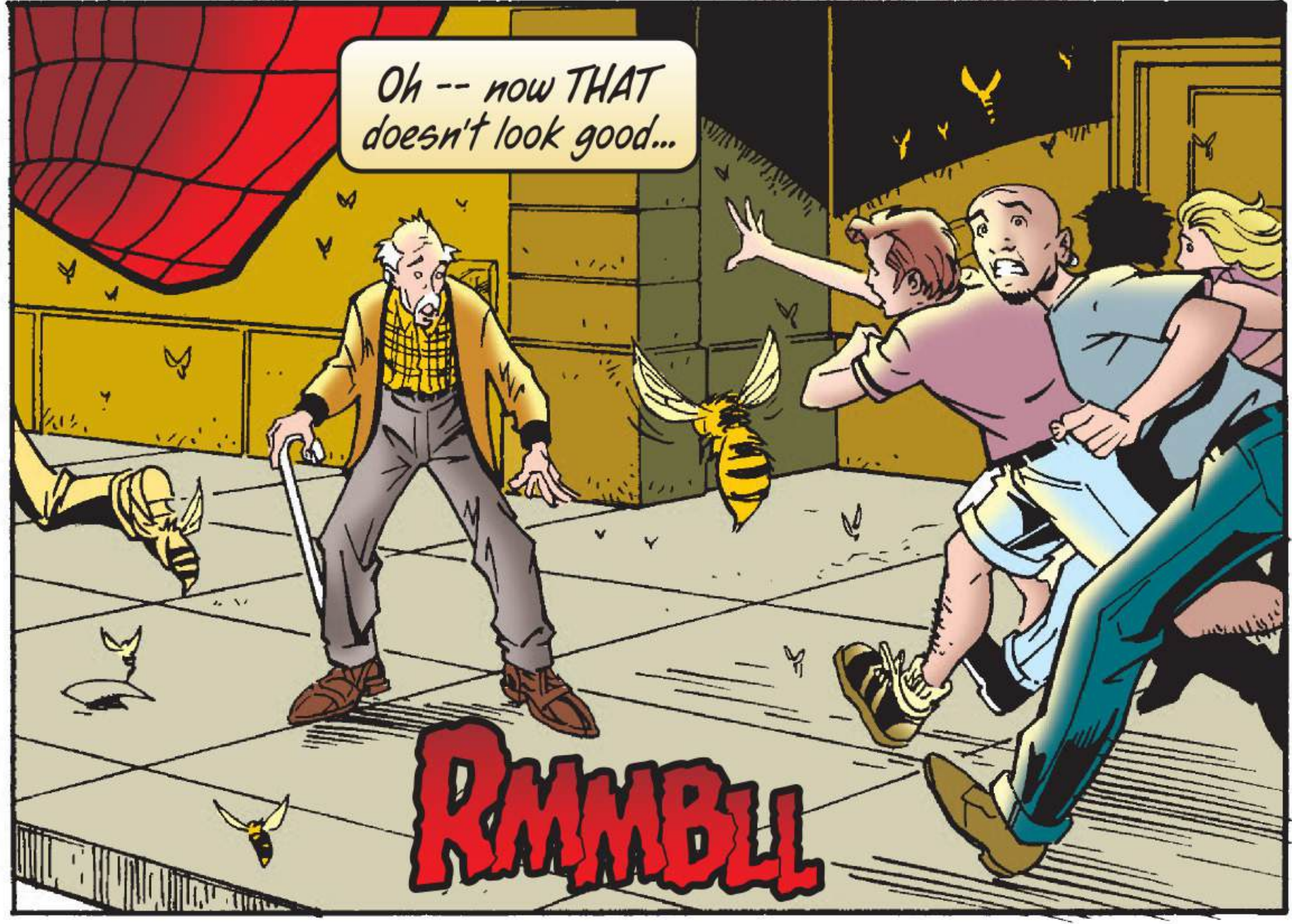


WE'RE DEAD WE'RE DEAD WE'RE --



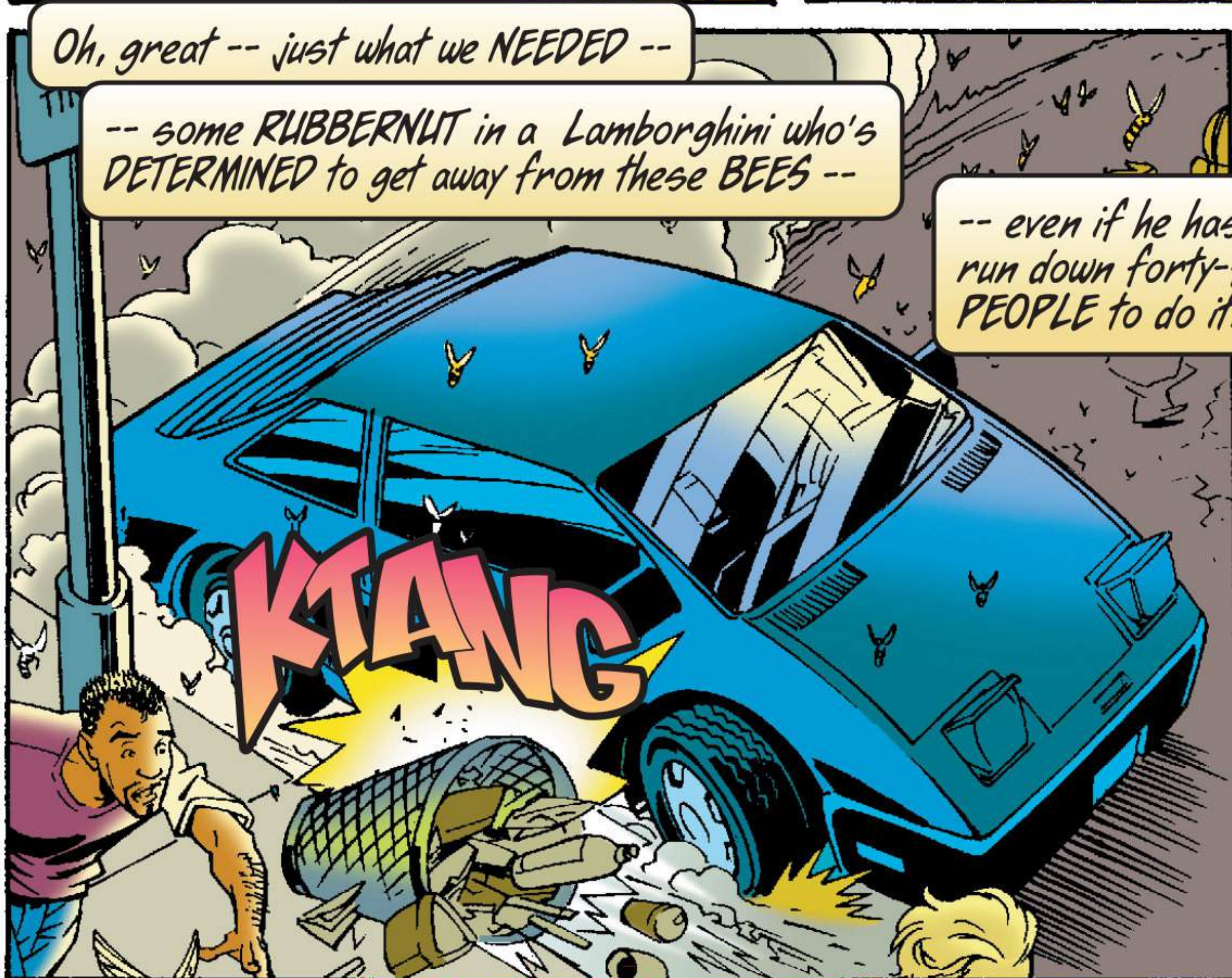
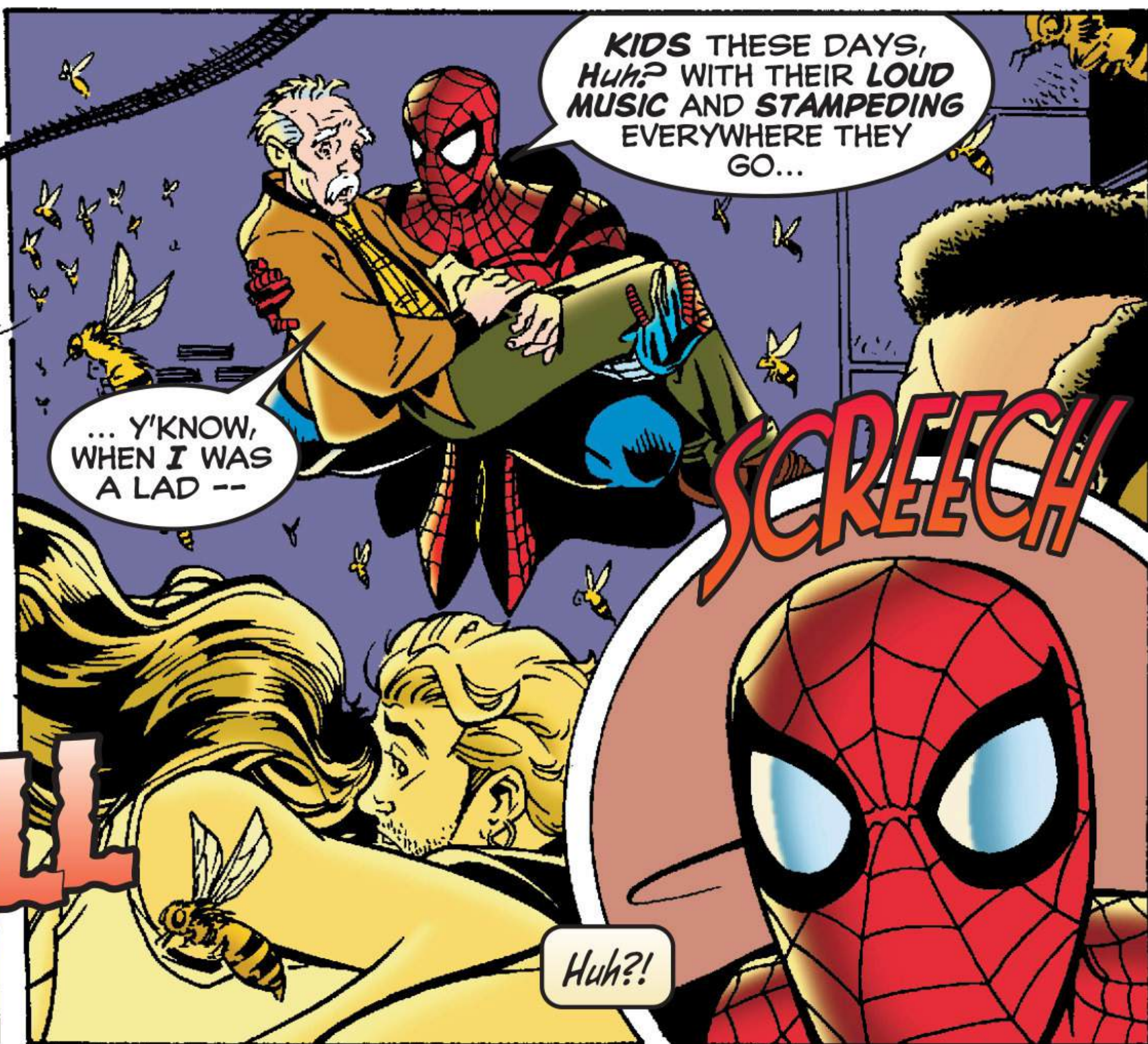
THANKS, MAN!

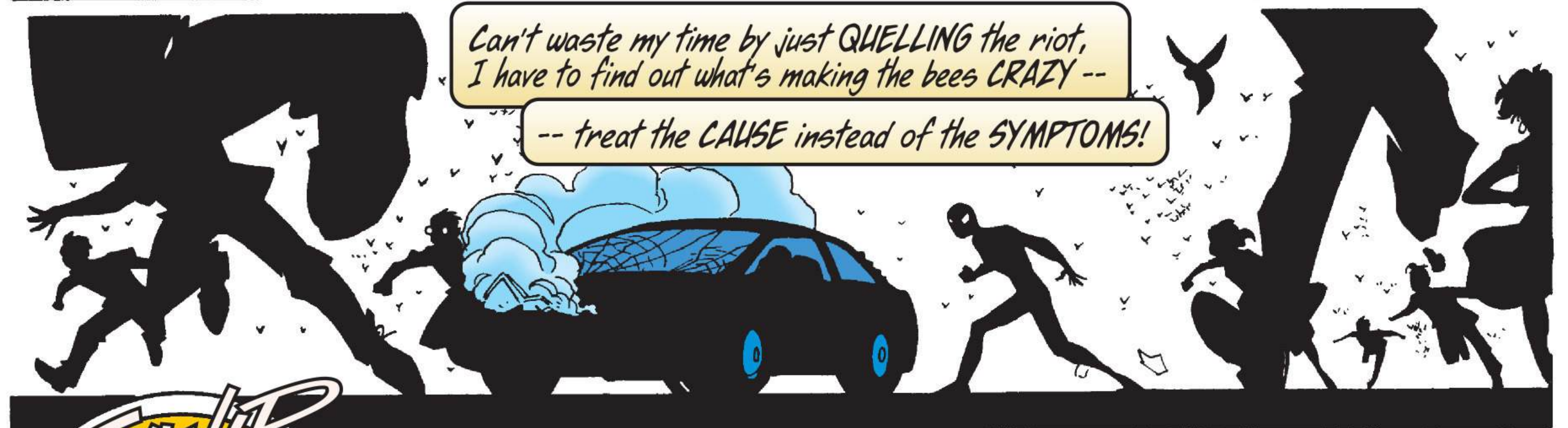
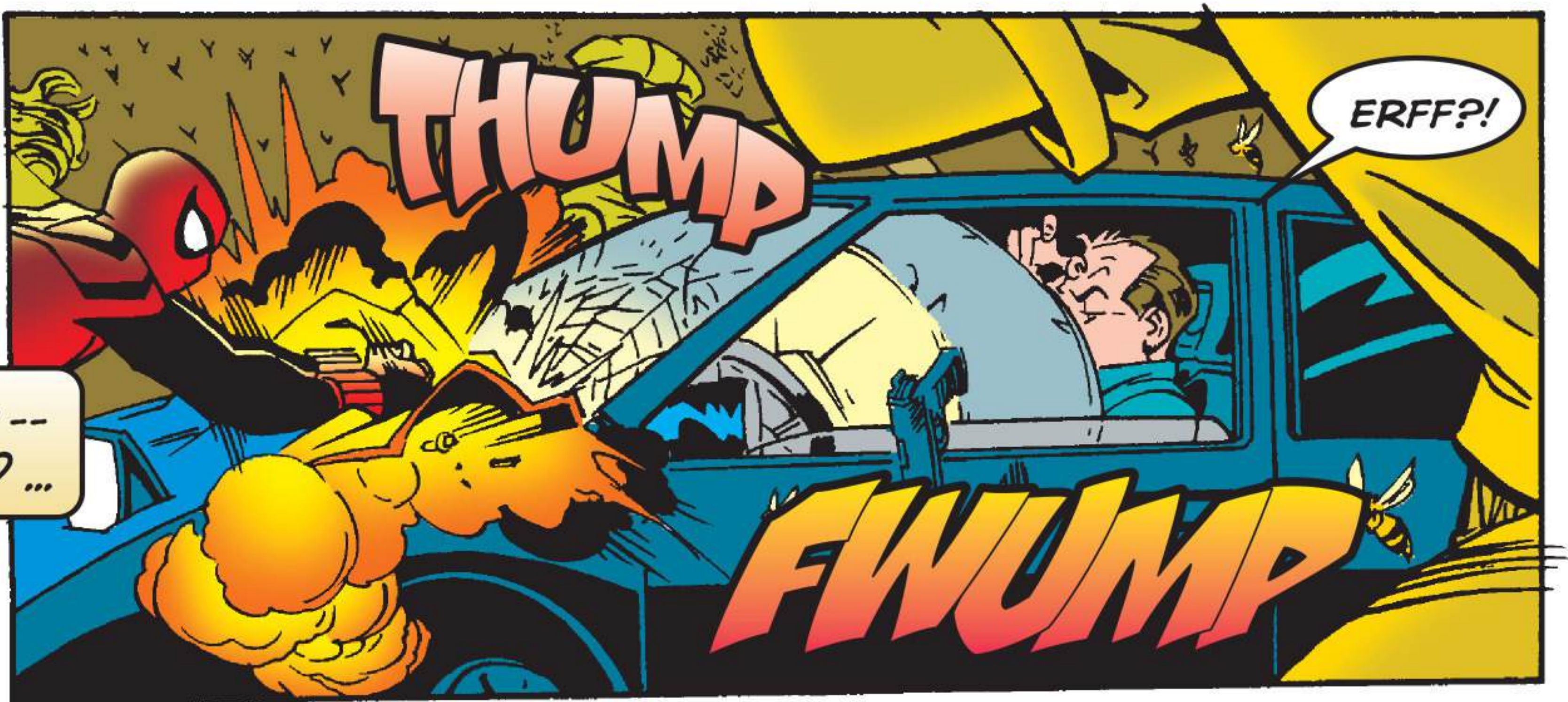
ANYTIME.

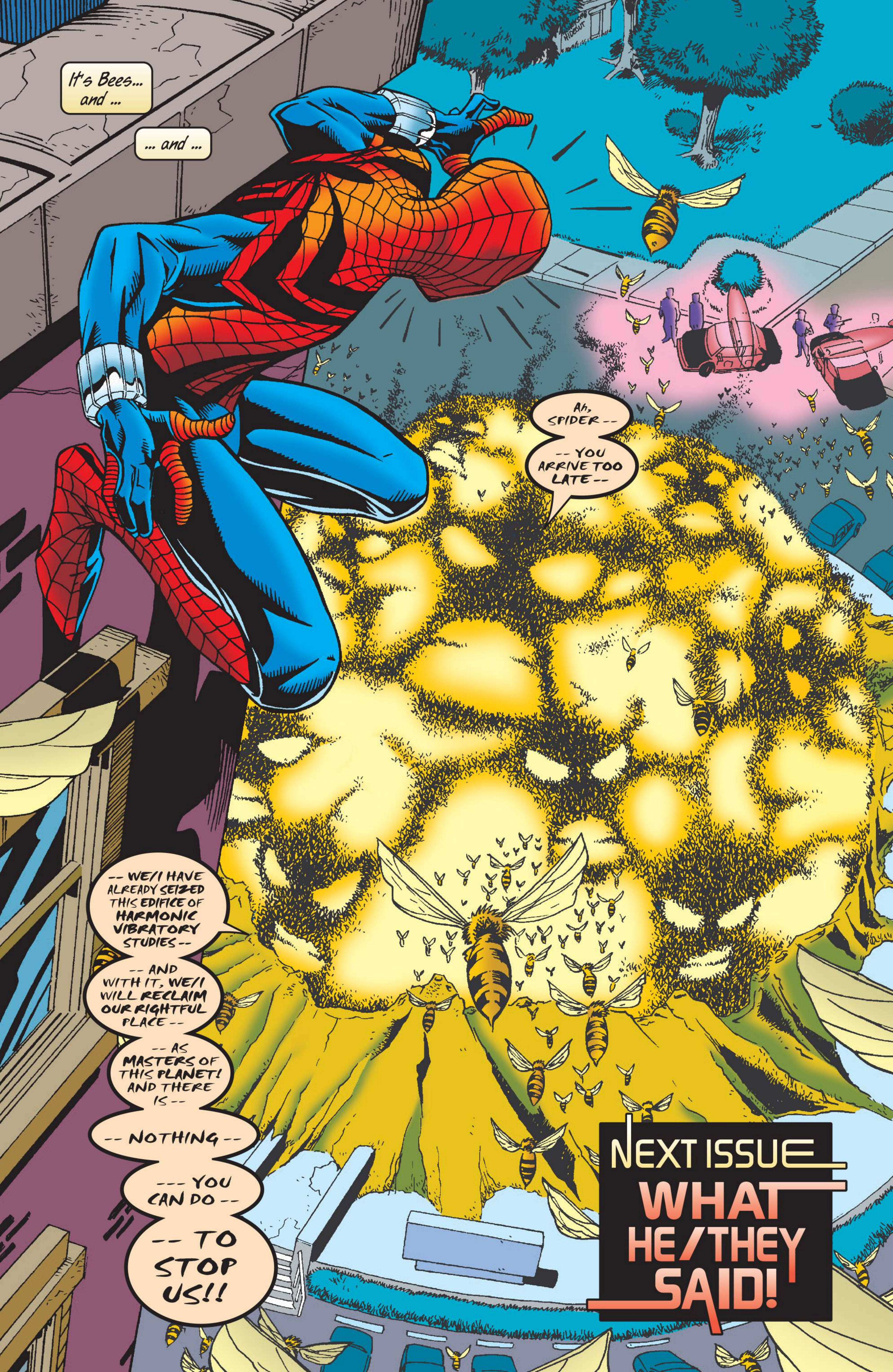


Oh -- now THAT doesn't look good...

RMMBLL







It's Bees...
and ...

... and ...

Ah,
SPIDER --
-- YOU
ARRIVE TOO
LATE --

-- WE/I HAVE
ALREADY SEIZED
THIS EDIFICE OF
HARMONIC
VIBRATORY
STUDIES --

-- AND
WITH IT, WE/I
WILL RECLAIM
OUR RIGHTFUL
PLACE --

-- AS
MASTERS OF
THIS PLANET!
AND THERE
IS --

-- NOTHING --

--- YOU
CAN DO --

-- TO
STOP
US!!

NEXT ISSUE
**WHAT
HE/THEY
SAID!**

MARVEL[®]
COMICS



SPIDER-MAN[®]

NOV. '96

10

THE SENSATIONAL SPIDER-MAN

APPROVED
BY THE
COMICS
CODE
AUTHORITY

BUZZED!



King Case

THE YOUNG LADY'S NAME IS DESIREE WINTHROP --

CURRENTLY SHE IS AT THE NEDERLANDER THEATER TRYING TO ENJOY A PRODUCTION OF THE BROADWAY MUSICAL, RENT.

RIGHT NOW, IT'S INTERMISSION.

SHE CAME HERE ON A DATE WITH A YOUNG MAN WHOM SHE FANCIES, NAMED BEN REILLY.

SHORTLY AFTER THEY ARRIVED, SOMETHING SUDDENLY "CAME UP" WHICH REQUIRED BEN'S ATTENTION. HE EXCUSED HIMSELF --

-- CLAIMING THAT HE'D RETURN IN A "FEW MINUTES."

THAT WAS ALMOST AN HOUR AGO.

SOME GIRLS WOULD BE MAD...!

THE SHOW IS DYNAMITE, BUT I CAN'T KEEP MY MIND ON IT... I KEEP ZONING... 'CAUSE ALL I CAN THINK ABOUT --

-- IS BEN! HE TOOK OFF OUT OF HERE SO QUICKLY...

...I COULD TELL HE WAS... UNCOMFORTABLE.. PREOCCUPIED...

JEEZ --

-- THAT POOR MAN...

AT FIRST I THOUGHT IT MIGHT BE BECAUSE I HAD BEEN SO AGGRESSIVE WHEN I ASKED HIM OUT... BUT NOW...

... NOW I KNOW WHY HE HAD TO LEAVE.

"I KNOW!"

BZZZZ

CRASH

YAAAAH!

HILLARDS

THIS IS SWARM --

-- THE MALEVOLENT HIVE-MIND THAT CONTROLS THIS MASSIVE COLONY OF MUTATED KILLER BEES!

CURRENTLY, HE/THEY HAVE COMMANDEERED (AND ENVELOPED) THE INSTITUTE OF SEISMOHARMONIC STUDIES HERE IN MANHATTAN --

-- AND ARE FORCING THE CAPTIVE SCIENTISTS WITHIN TO SET INTO MOTION EVENTS WHICH WILL SPELL CERTAIN DOOM FOR ALL MANKIND!

Stan Lee
Presents

GLOBAL SWARMING

THIS IS BEN REILLY --

WOW.

-- CURRENTLY, HE'S WEARING A SPIDER-MAN COSTUME --

THAT'S BECAUSE HE IS --

-- THE SENSATIONAL SPIDER-MAN!

YOU ARE TOO LATE, SPIDER --

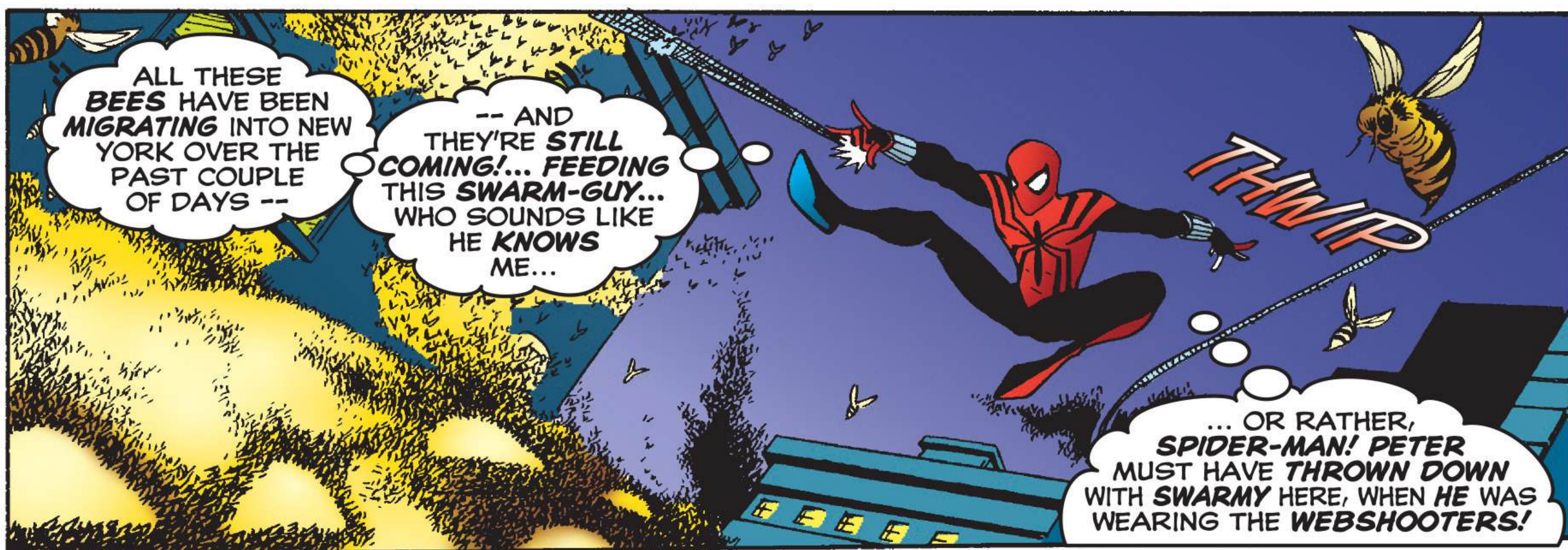
-- THERE IS NOTHING YOU CAN DO TO STOP ME/US!

THAT SHOULD HAVE YOU PRETTY MUCH CAUGHT UP... ARE THERE ANY QUESTIONS...?

DEZAGO
Writer
WIERINGO
Pencils
CASE
Inks
COMICRAFT
Letters
WRIGHT
Colors
GCW
enhancement
ACCHIO
Editor

HARRAS
he Bee's Knees

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ALL THESE **BEES** HAVE BEEN **MIGRATING** INTO NEW YORK OVER THE PAST COUPLE OF DAYS --

-- AND THEY'RE **STILL COMING!**... **FEEDING** THIS **SWARM-GUY**... WHO SOUNDS LIKE HE **KNOWS** ME...

THWIP

... OR RATHER, **SPIDER-MAN!** **PETER** MUST HAVE **THROWN DOWN** WITH **SWARMY** HERE, WHEN HE WAS WEARING THE **WEBSHOOTERS!**



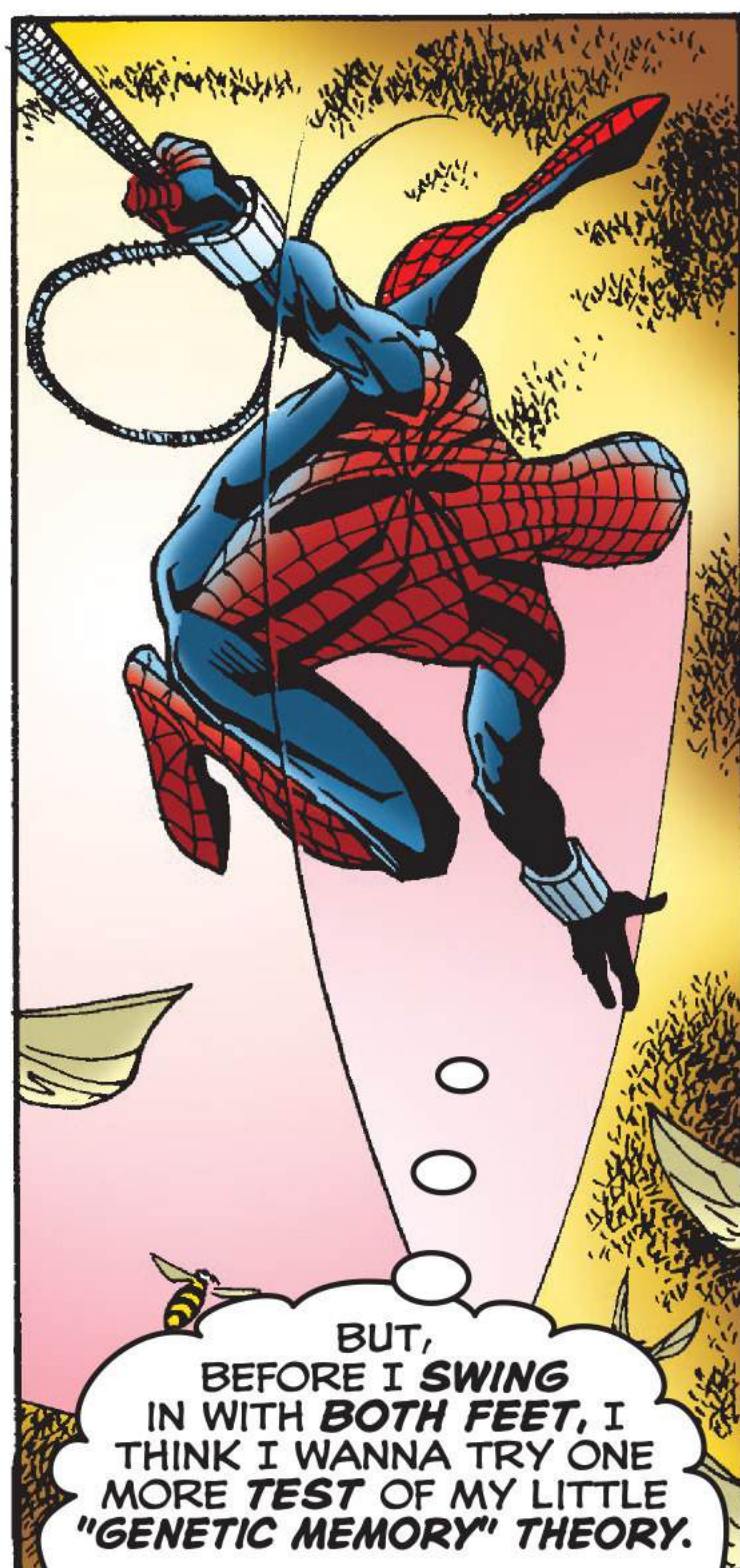
AND HE MUST HAVE KICKED SOME SERIOUS **BEE BUTT**...

... 'CAUSE THESE GUYS ARE GOING **WAY** OUTTA THEIR WAY TO GET OUTTA **MINE!!**

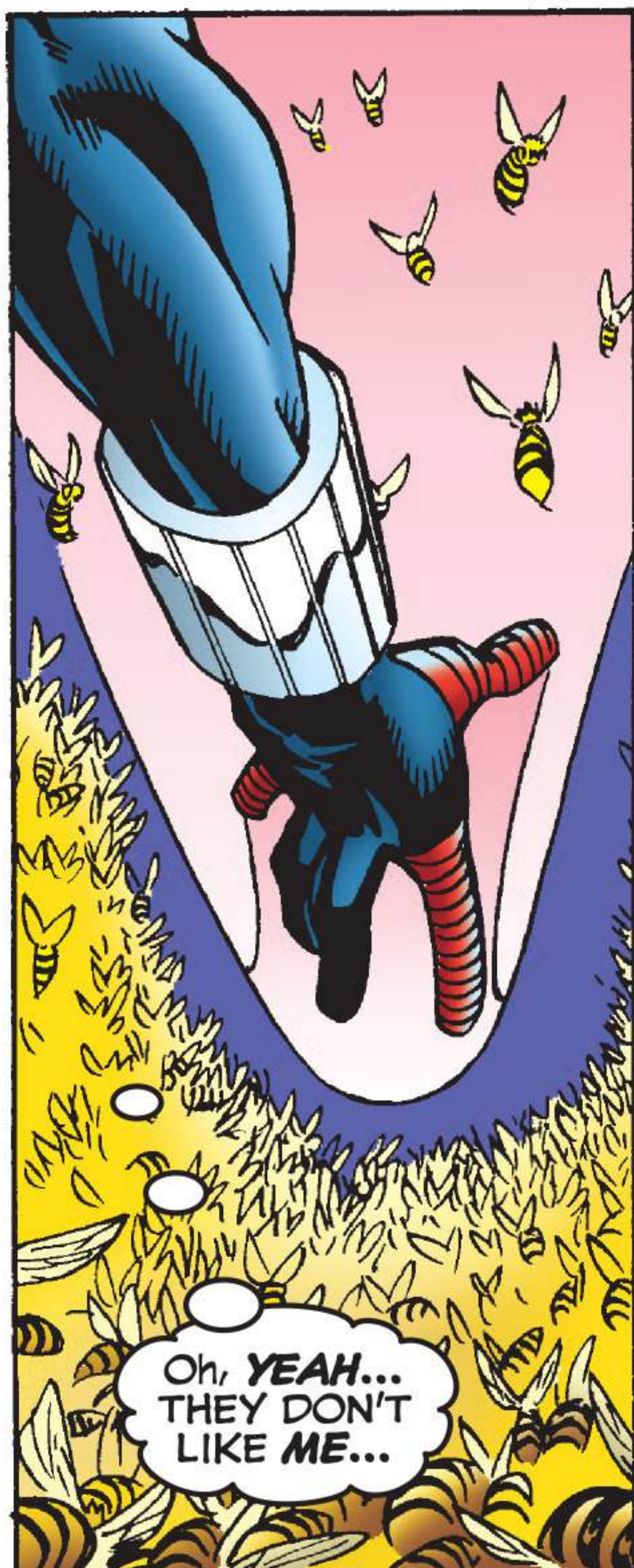


YEP. THEY'RE AVOIDING ME LIKE I DOUSED MY COSTUME IN **RAID!**

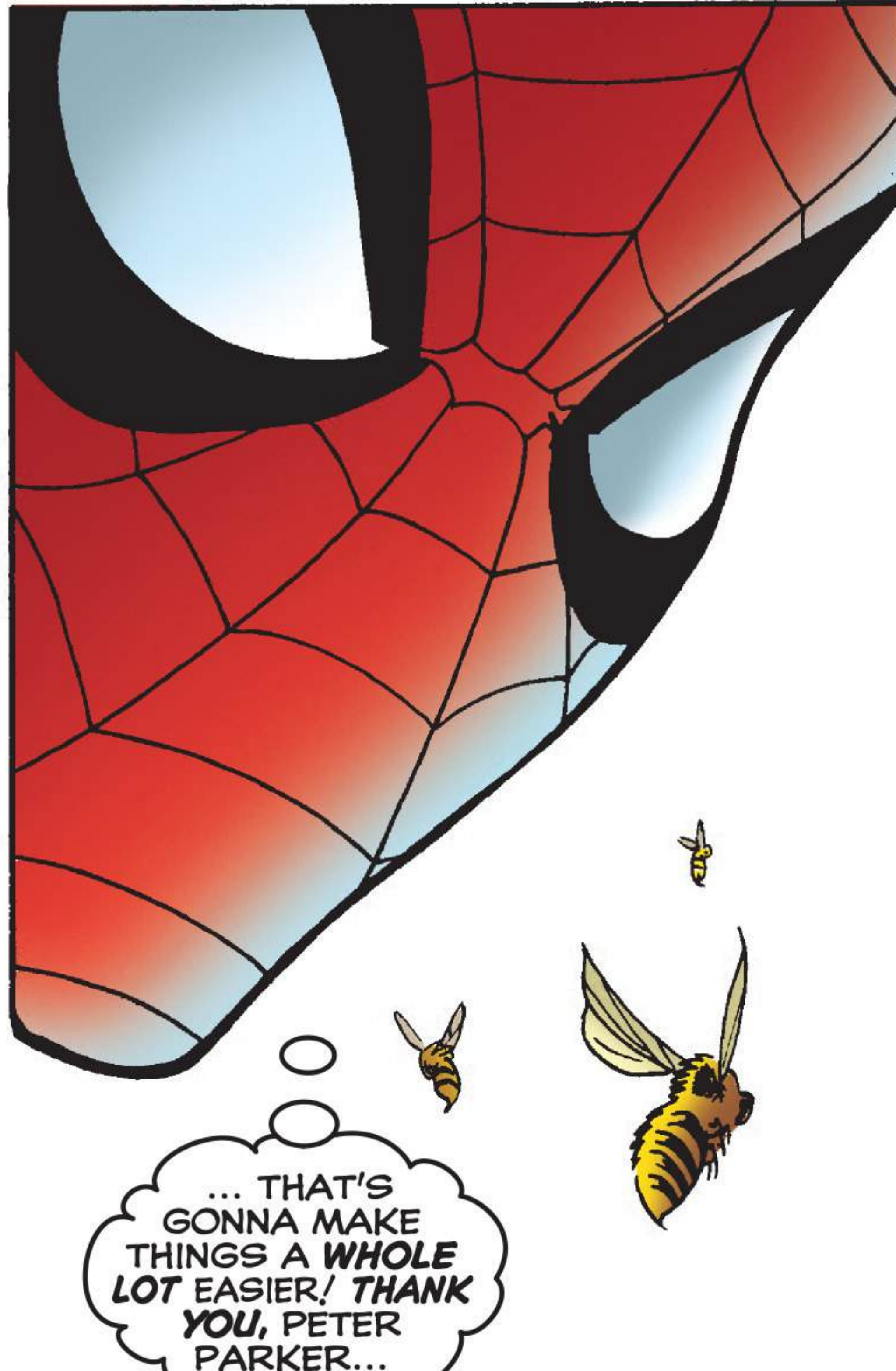
WHICH IS EXACTLY WHAT PETER PARKER DID, WAY BACK IN SPECTACULAR **SPIDER-MAN** #36 - Repellent Ralf.



BUT, BEFORE I **SWING** IN WITH **BOTH FEET**, I THINK I WANNA TRY ONE MORE **TEST** OF MY LITTLE "**GENETIC MEMORY**" THEORY.



Oh, **YEAH**... THEY DON'T LIKE **ME**...



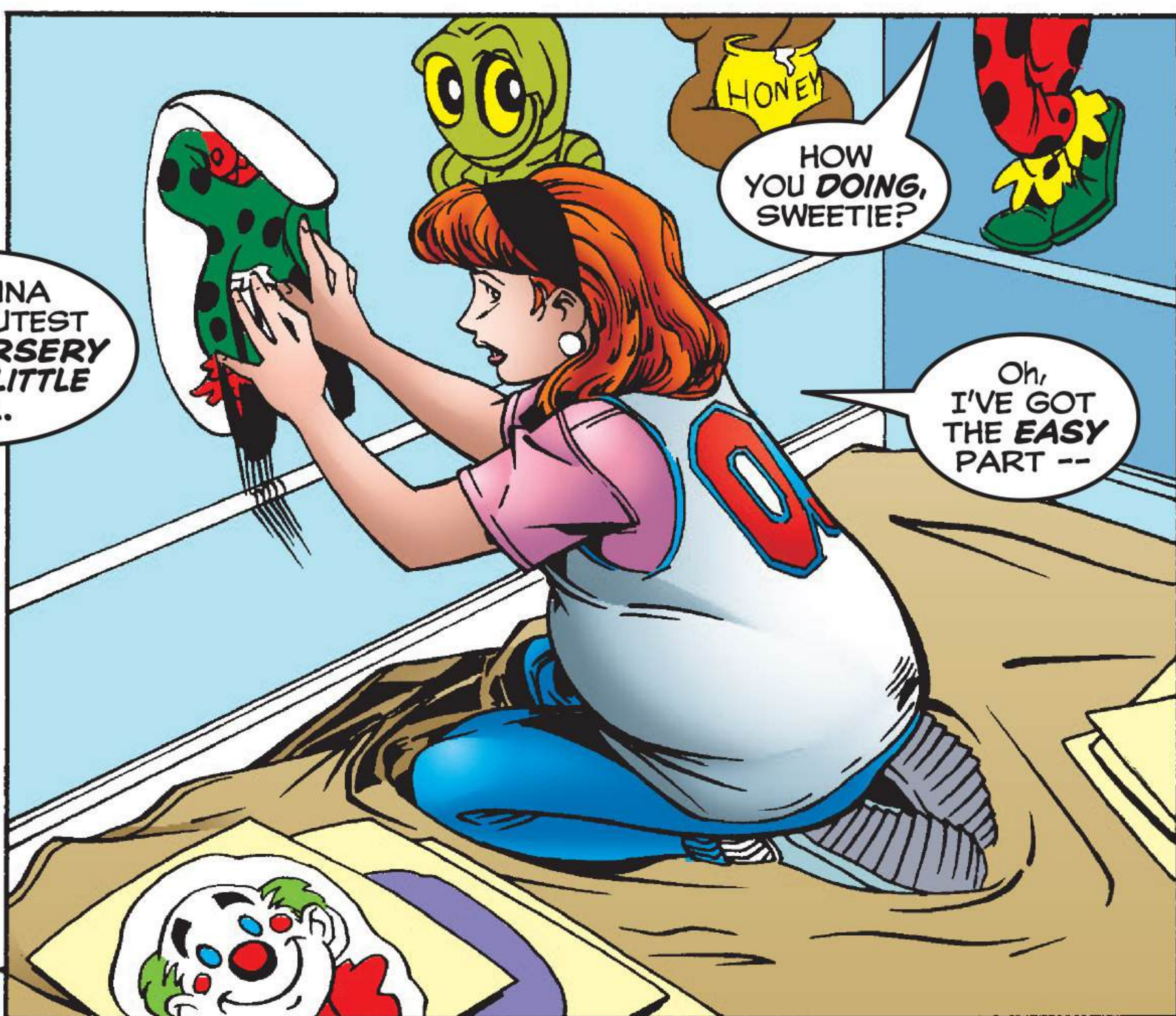
... THAT'S GONNA MAKE THINGS A **WHOLE** LOT EASIER! **THANK YOU**, PETER PARKER...



"...WHEREVER YOU ARE!"

THE FOREST HILLS
HOME OF PETER AND
MARY JANE PARKER.

... GONNA
BE THE CUTEST
LITTLE **NURSERY**
FOR OUR LITTLE
GIRL.

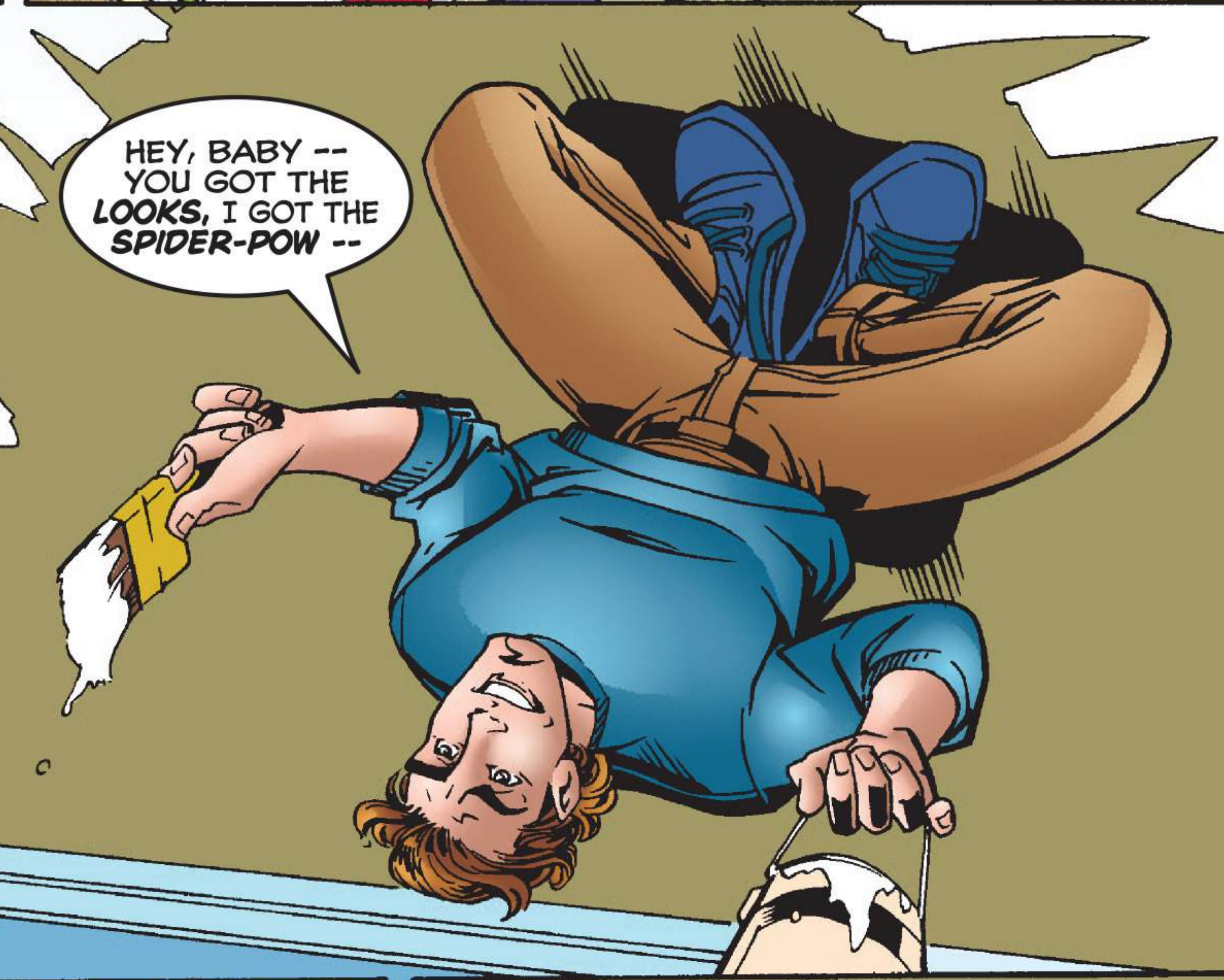


HOW
YOU **DOING**,
SWEETIE?

Oh,
I'VE GOT
THE **EASY**
PART --



OF COURSE, I'D BE
HAPPY TO **PAINT** THE
CEILING, ... IF I COULD
STICK TO WALLS
LIKE **YOU** DO!

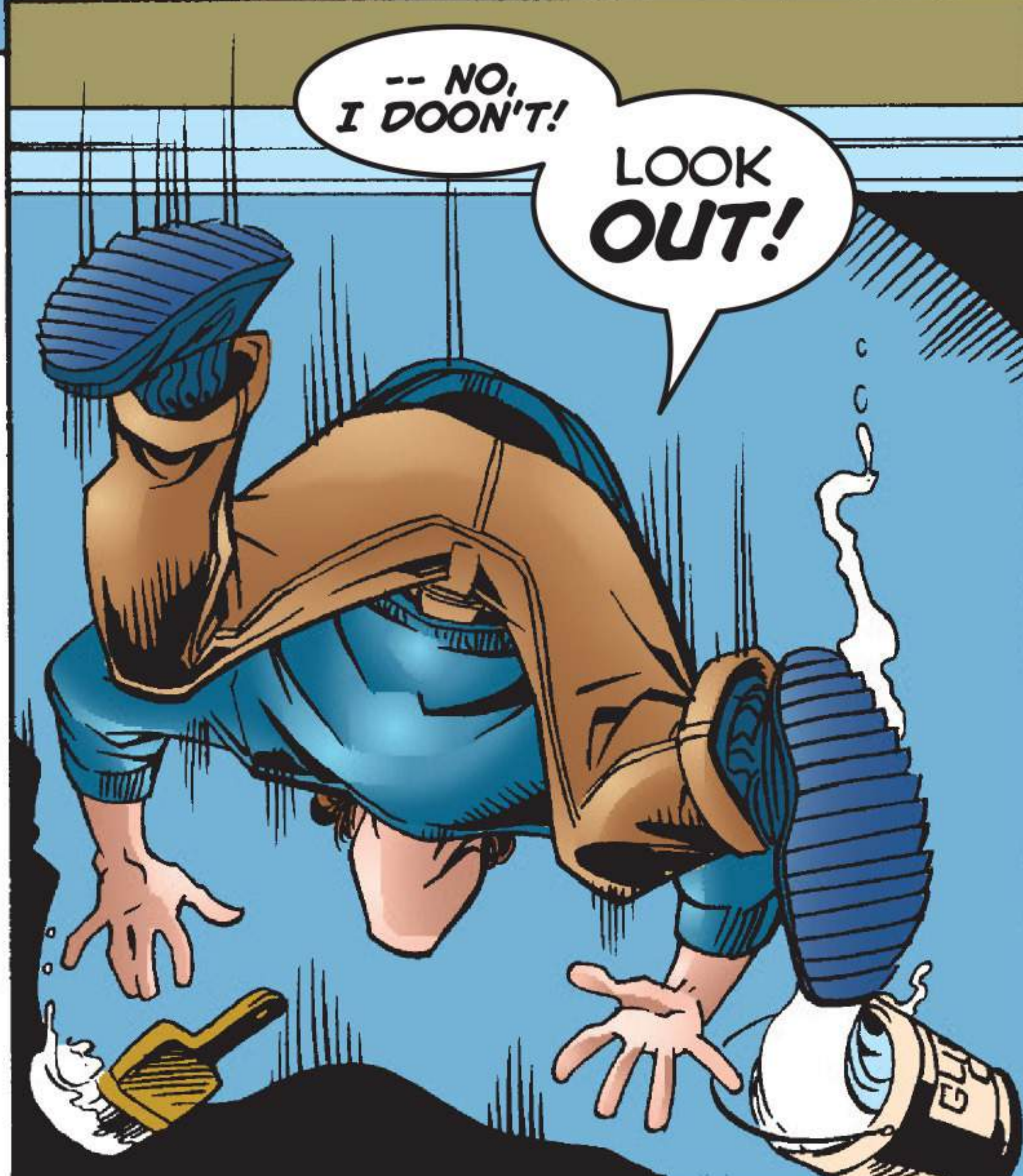


HEY, BABY --
YOU GOT THE
LOOKS, I GOT THE
SPIDER-POW --



-- Uh
Oh.

SPIDER-SENSE
SAYS --



-- NO,
I **DOON'T!**

**LOOK
OUT!**

SPLOOOSH

HAHAHAHA-- Oh, WHERE'S THE VIDEO CAMERA WHEN YOU NEED IT..?/ BOB SAGET WOULD'VE LOVED THAT!!

Y'KNOW, I SHOULD HAVE SEEN THAT COMING -- SINCE MY SPIDER-POWERS HAVEN'T RETURNED COMPLETELY YET --

-- MY SPIDER-SENSE HAS HAD MORE OF A SPIDER-SENSE OF HUMOR!

Heh, Heh. I'M SORRY, HONEY. DON'T WORRY. THEY'LL BE BACK.

DID YOU HURT YOURSELF?

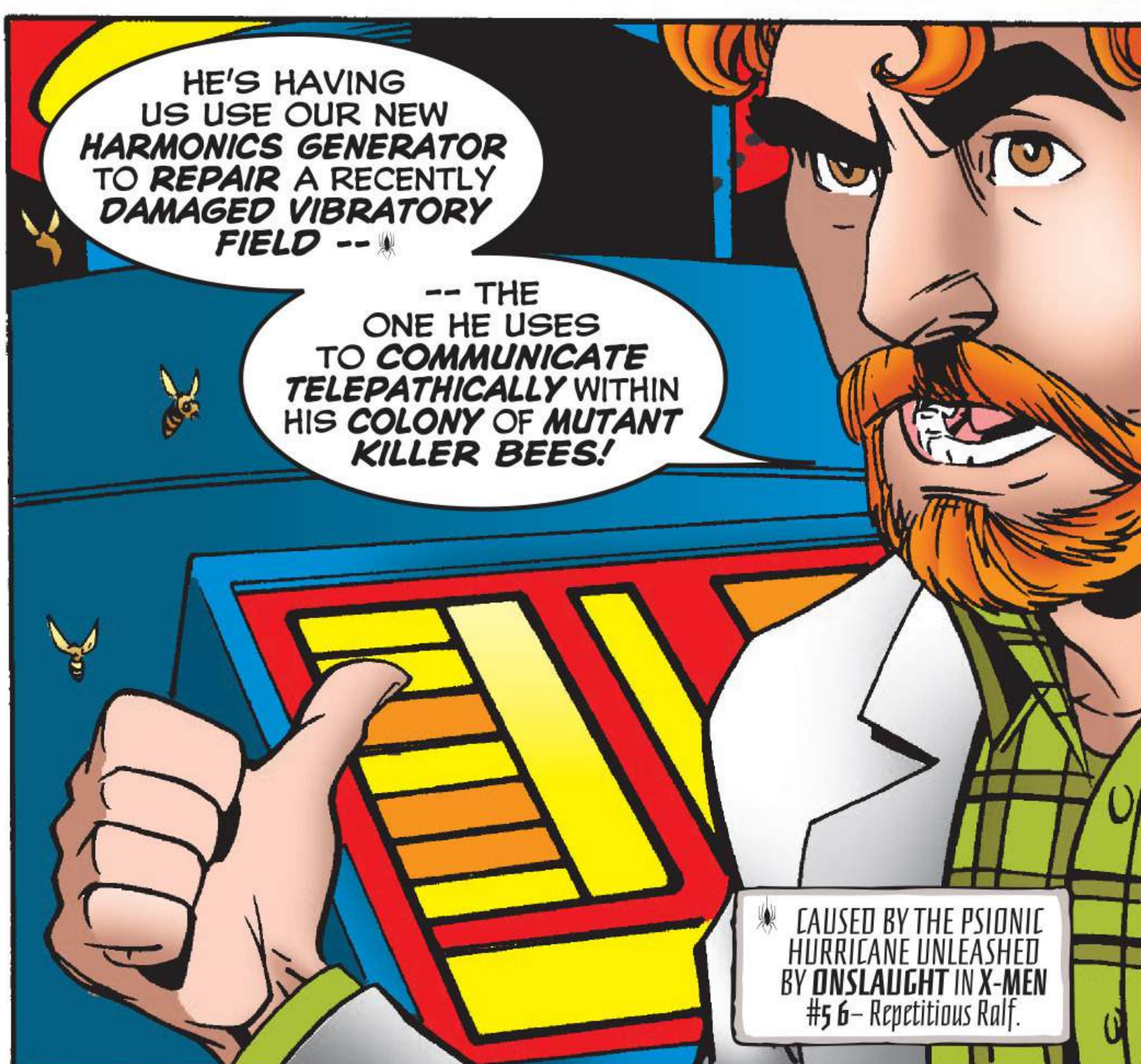
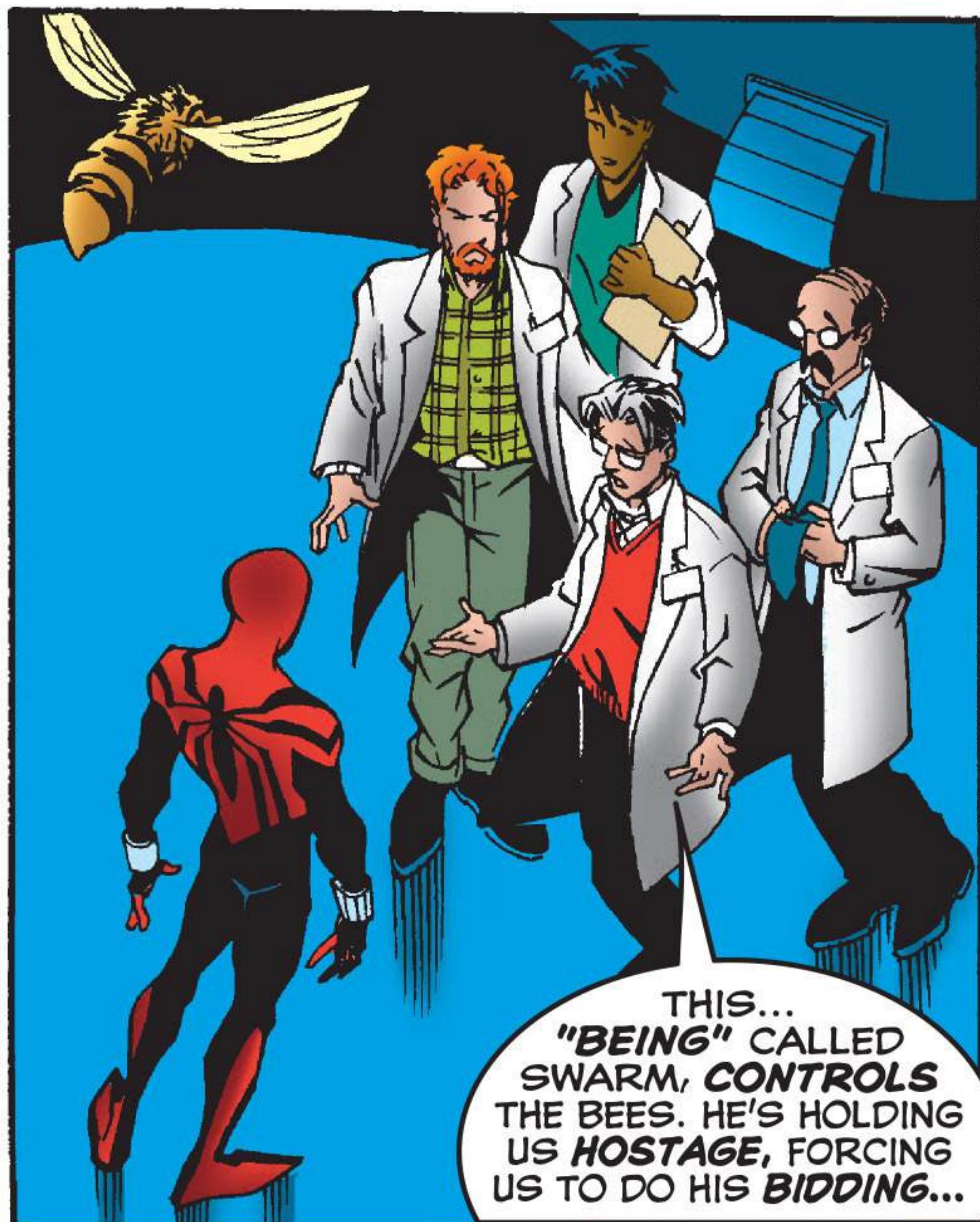
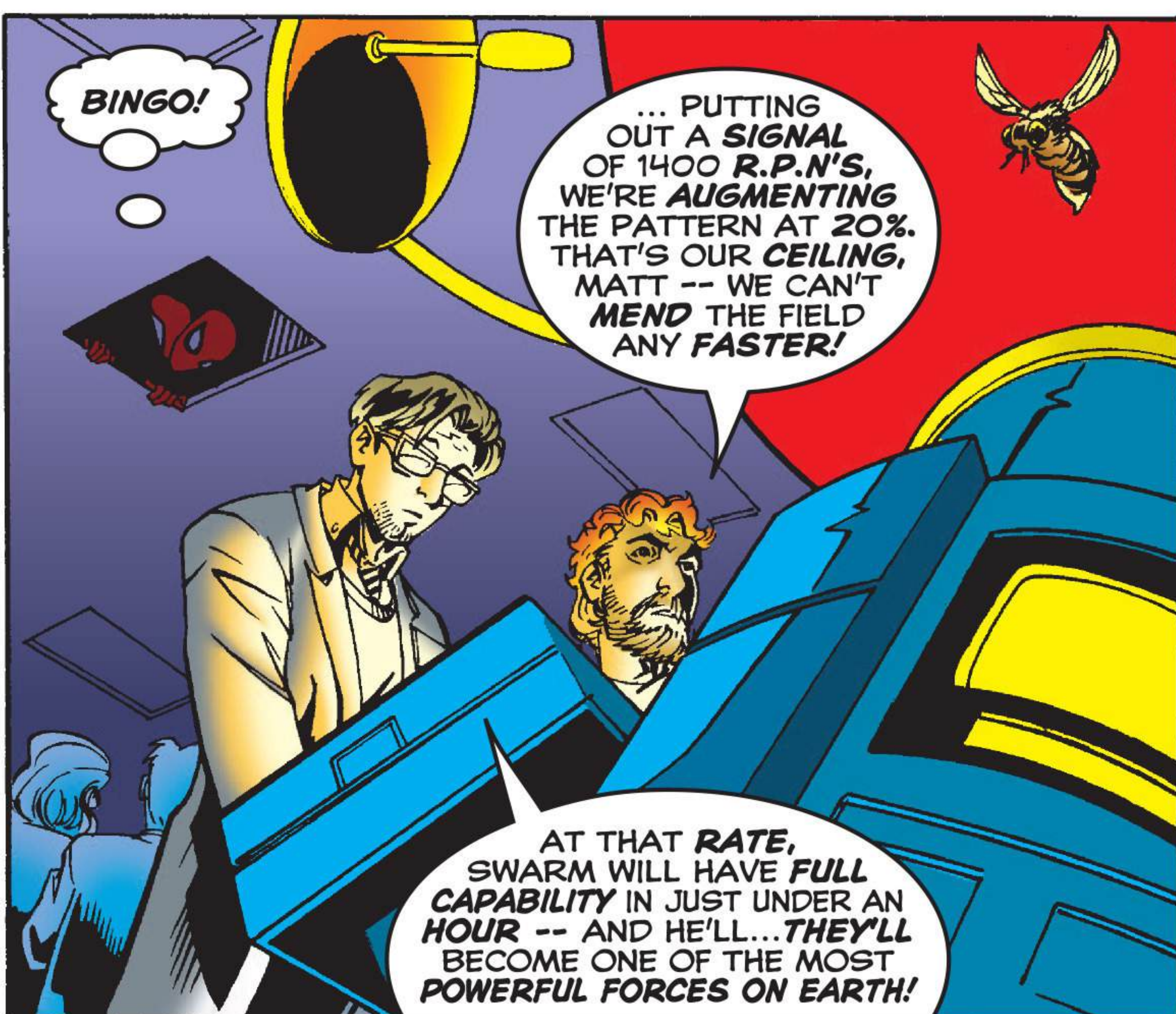
Mmmm, THAT DEPENDS... WHAT WOULD YOU DO IF I DID..?

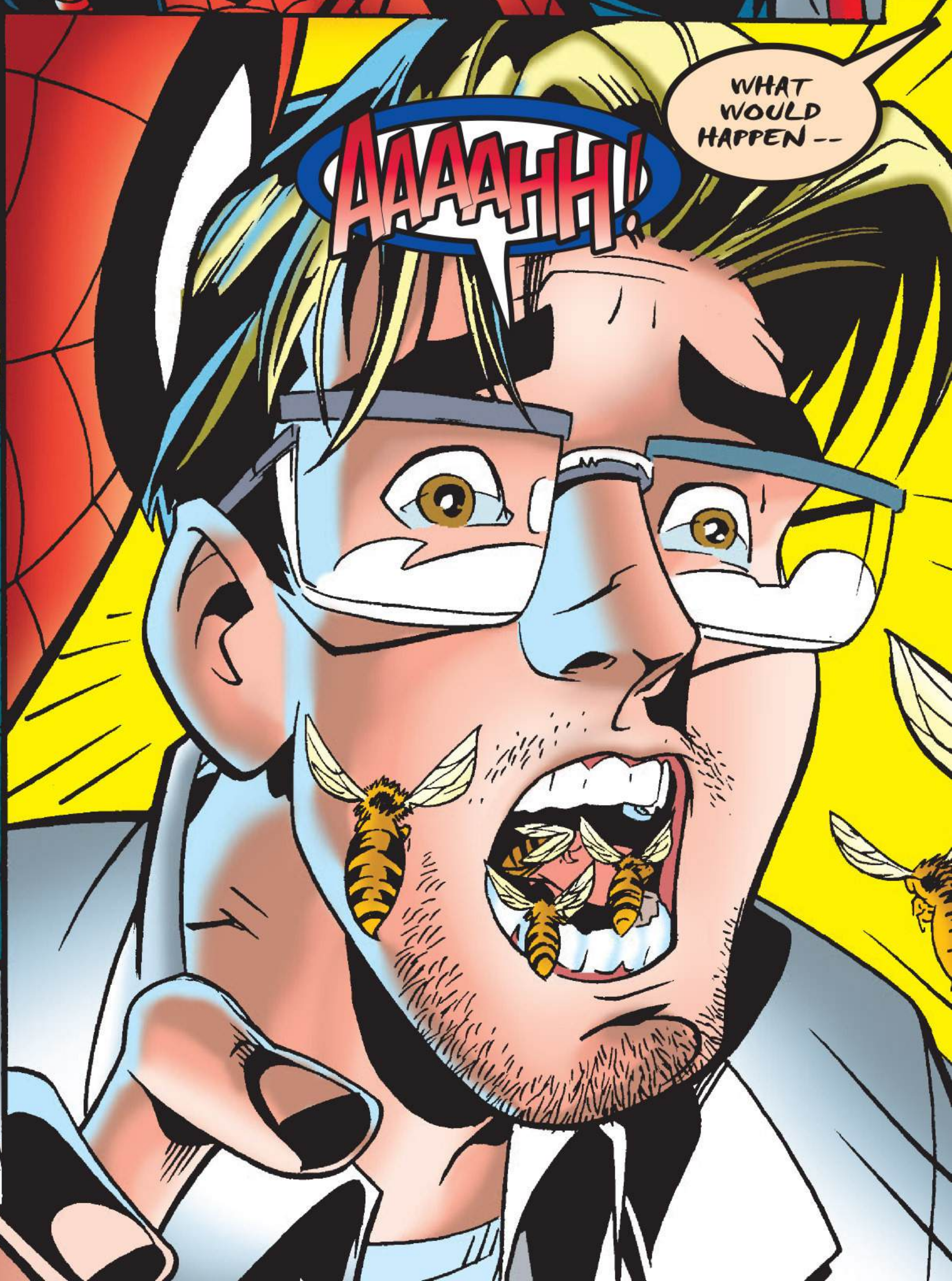
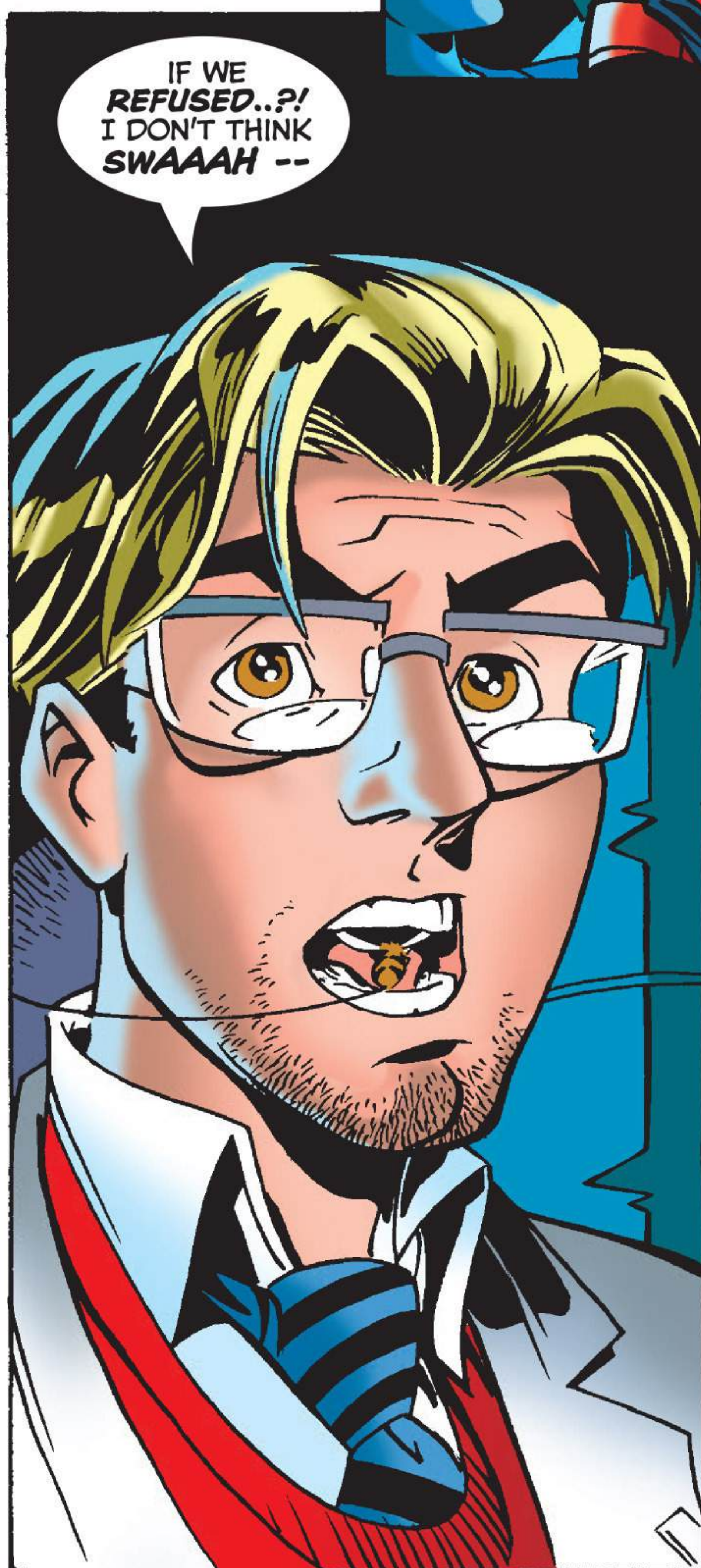
I GUESS I'D HAVE TO KISS IT AND MAKE IT BETTER.

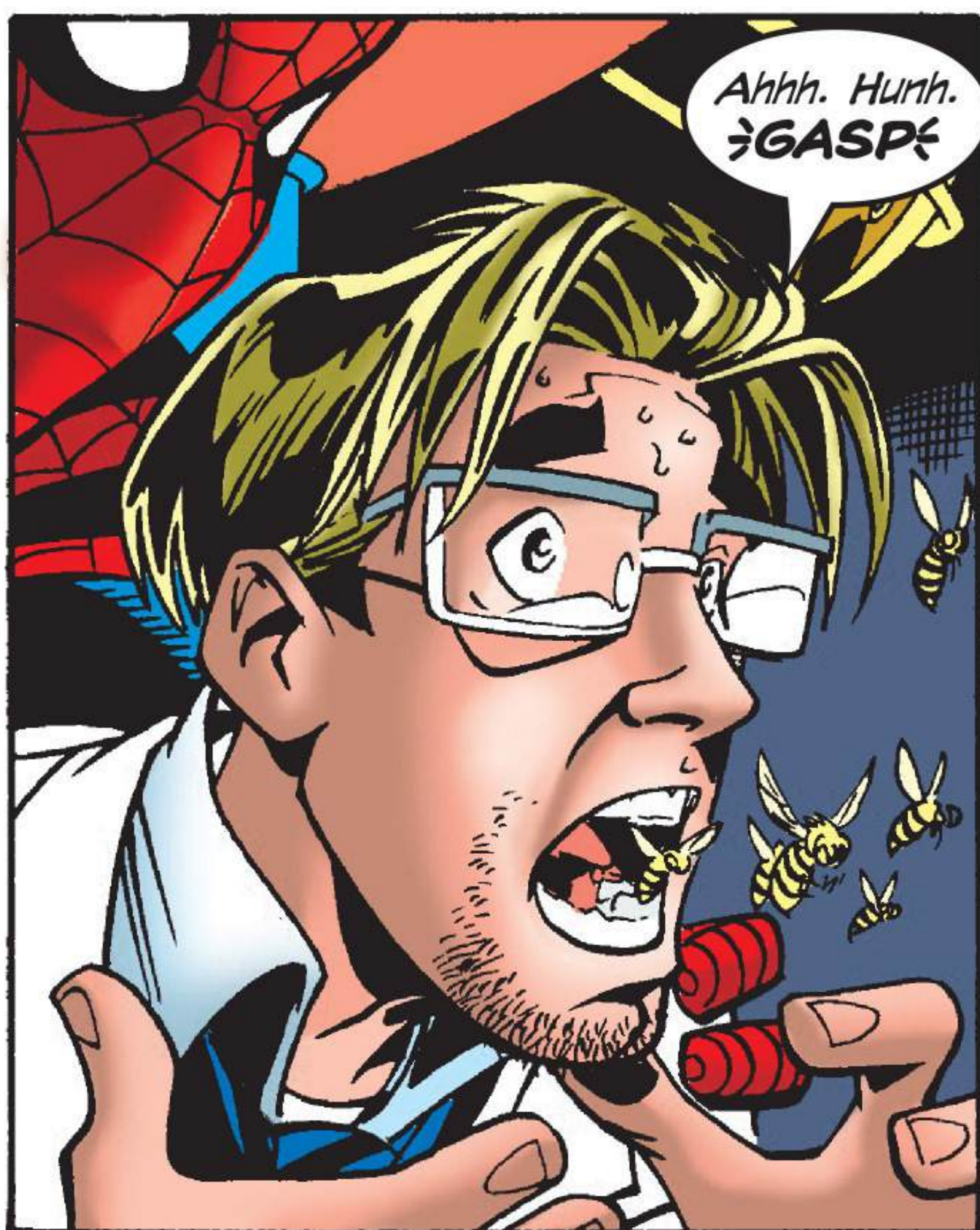
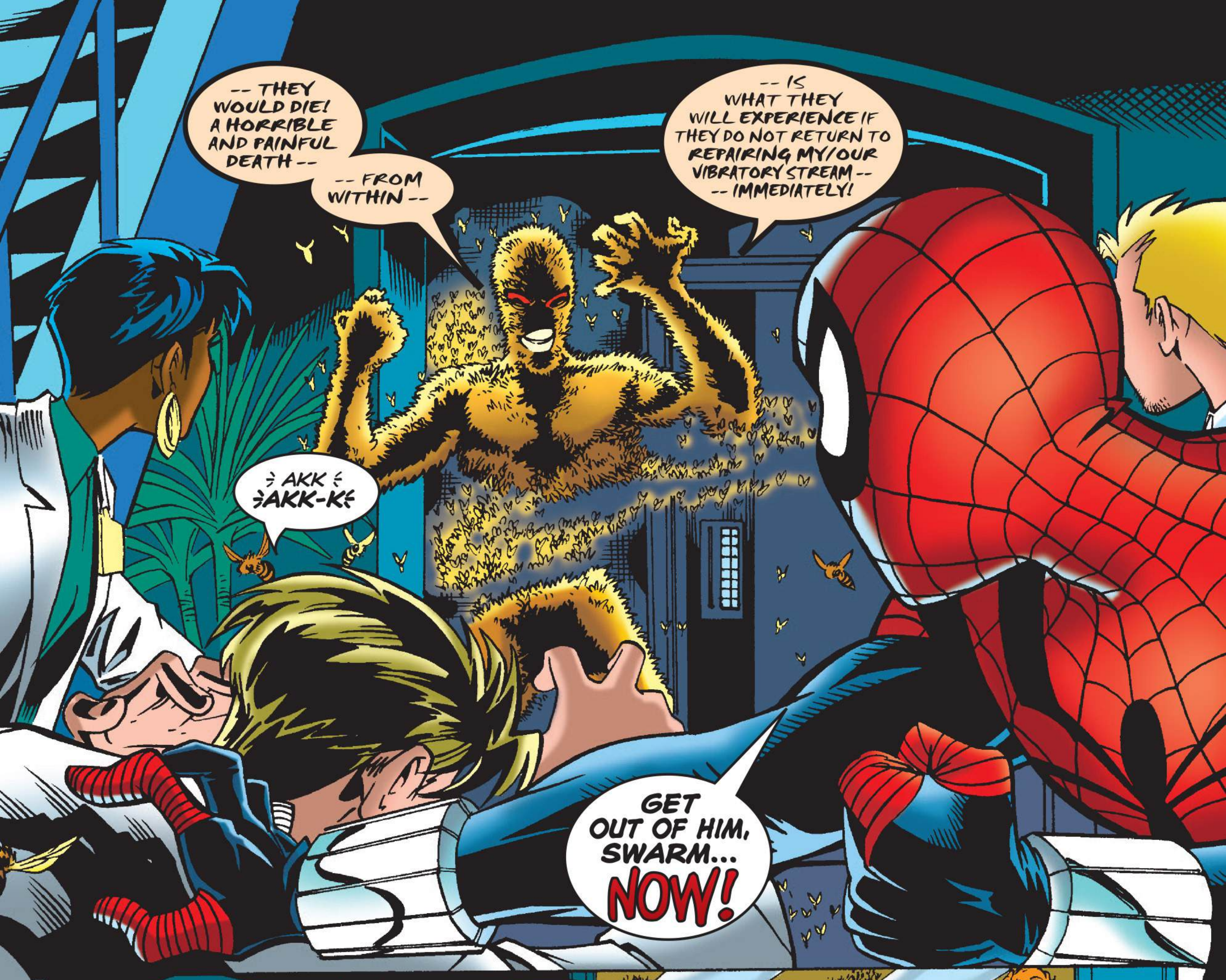
Oh, THEN I'M HURT.

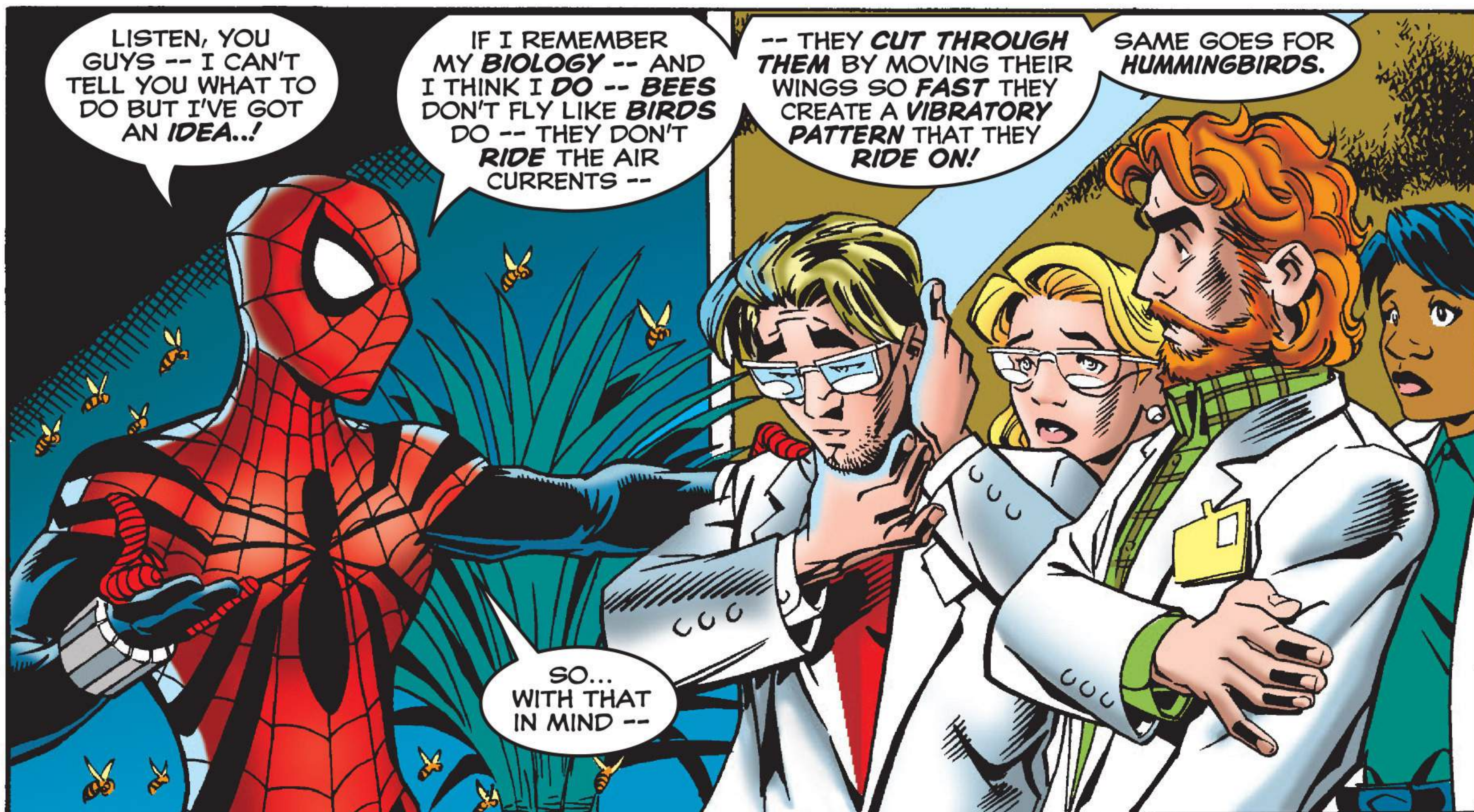
Mmmmm











LISTEN, YOU GUYS -- I CAN'T TELL YOU WHAT TO DO BUT I'VE GOT AN **IDEA**..!

IF I REMEMBER MY **BIOLOGY** -- AND I THINK I **DO** -- **BEES** DON'T FLY LIKE **BIRDS** DO -- THEY DON'T **RIDE** THE AIR CURRENTS --

-- THEY **CUT THROUGH THEM** BY MOVING THEIR WINGS SO **FAST** THEY CREATE A **VIBRATORY PATTERN** THAT THEY **RIDE ON!**

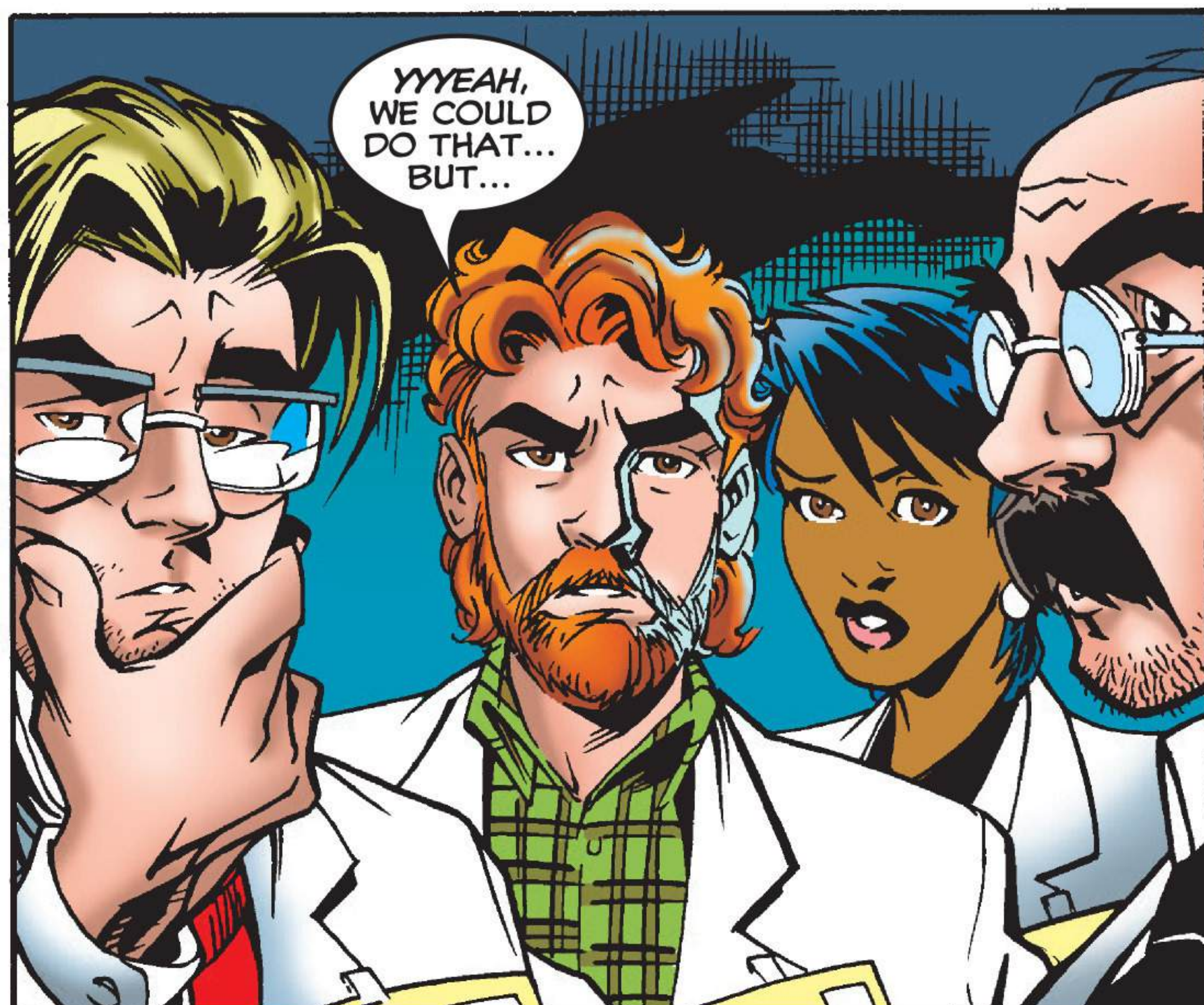
SAME GOES FOR **HUMMINGBIRDS**.

SO... WITH THAT IN MIND --

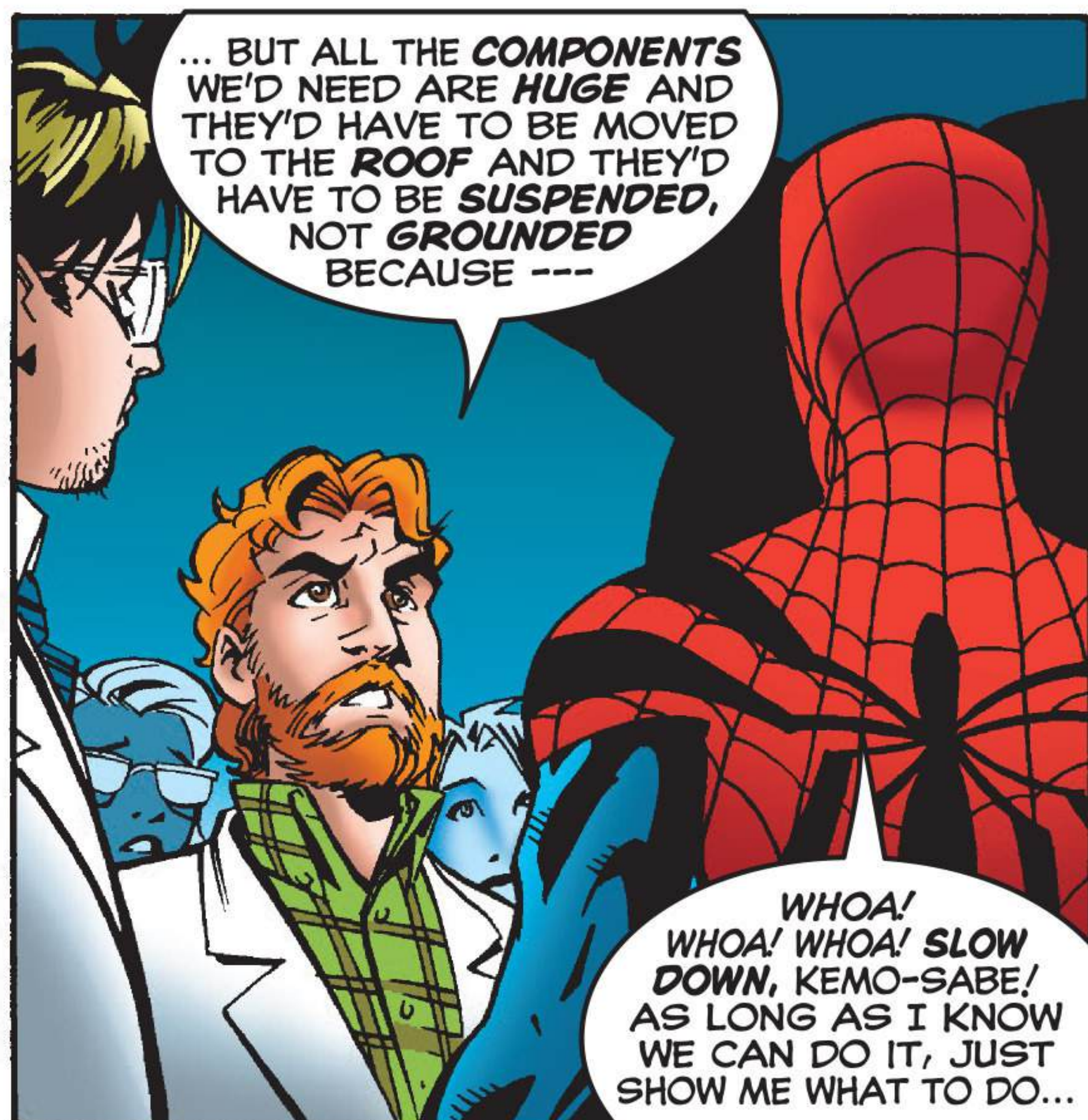


-- DO YOU THINK ANY OF THIS **FANCY EQUIPMENT** COULD ...

...I DON'T KNOW... **DISRUPT** THAT?



YYEEAH, WE COULD DO THAT... BUT...

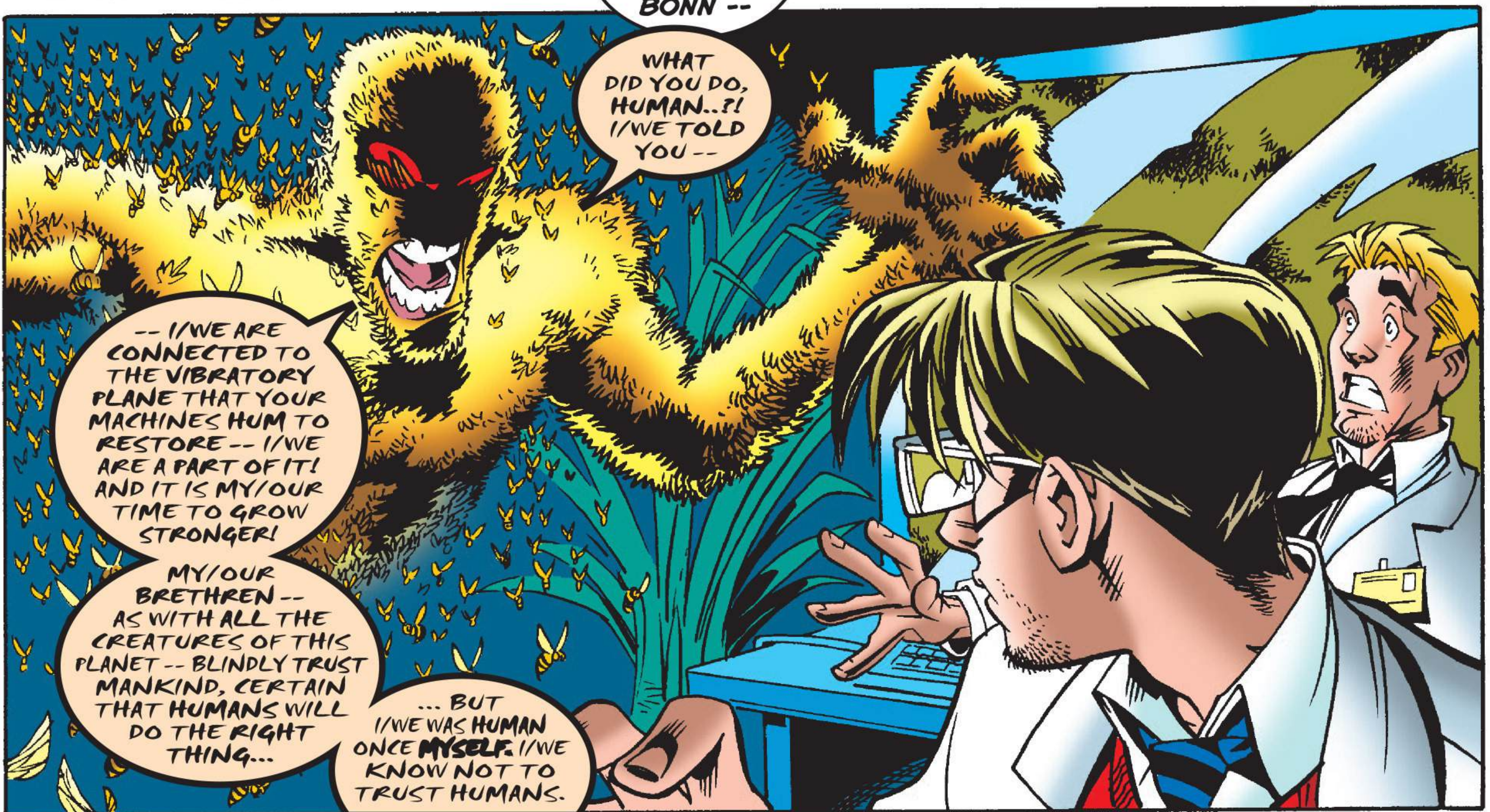
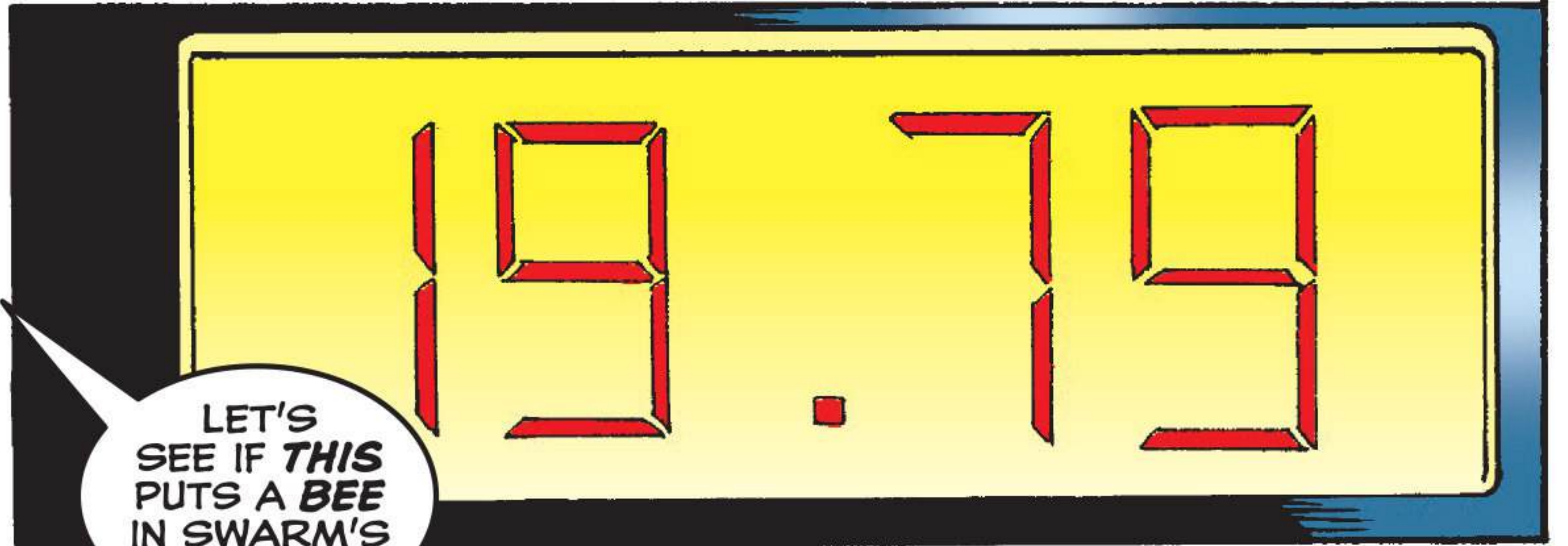
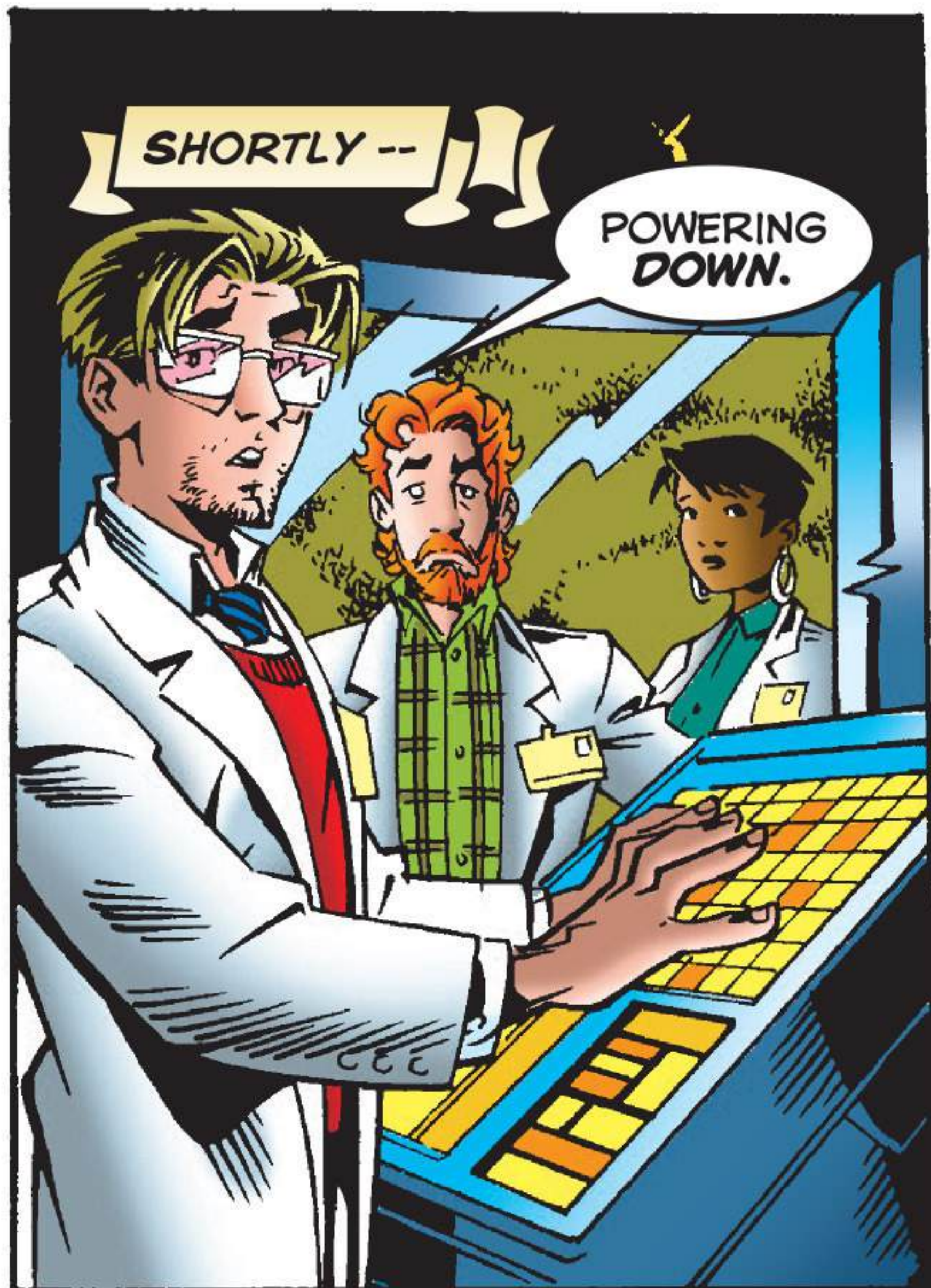


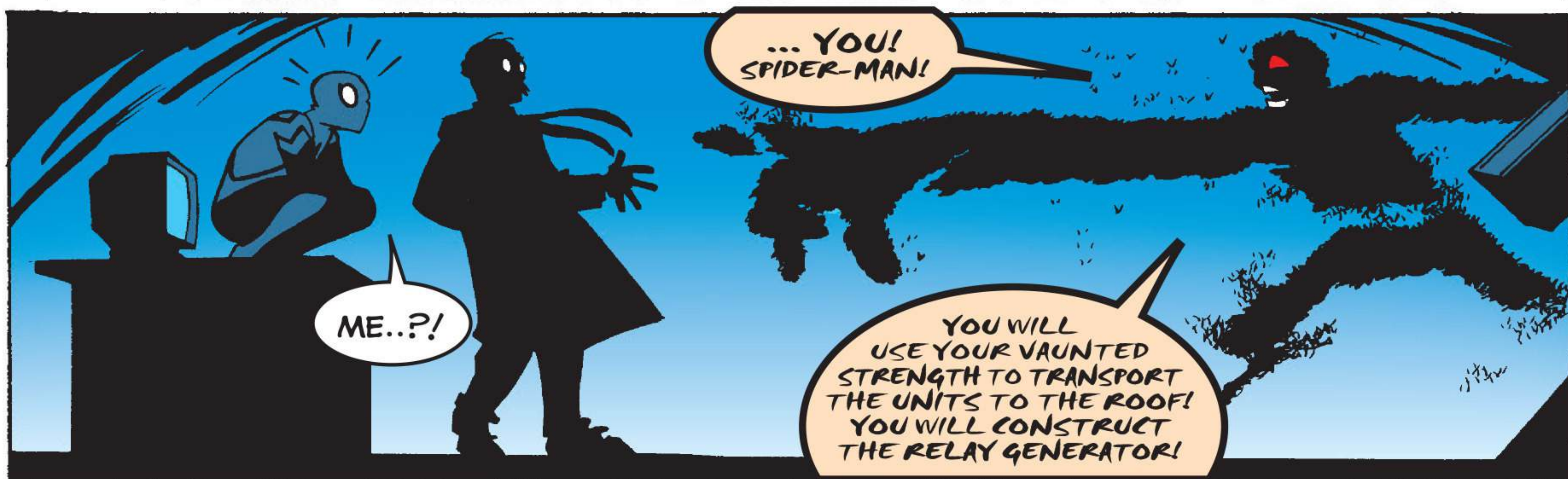
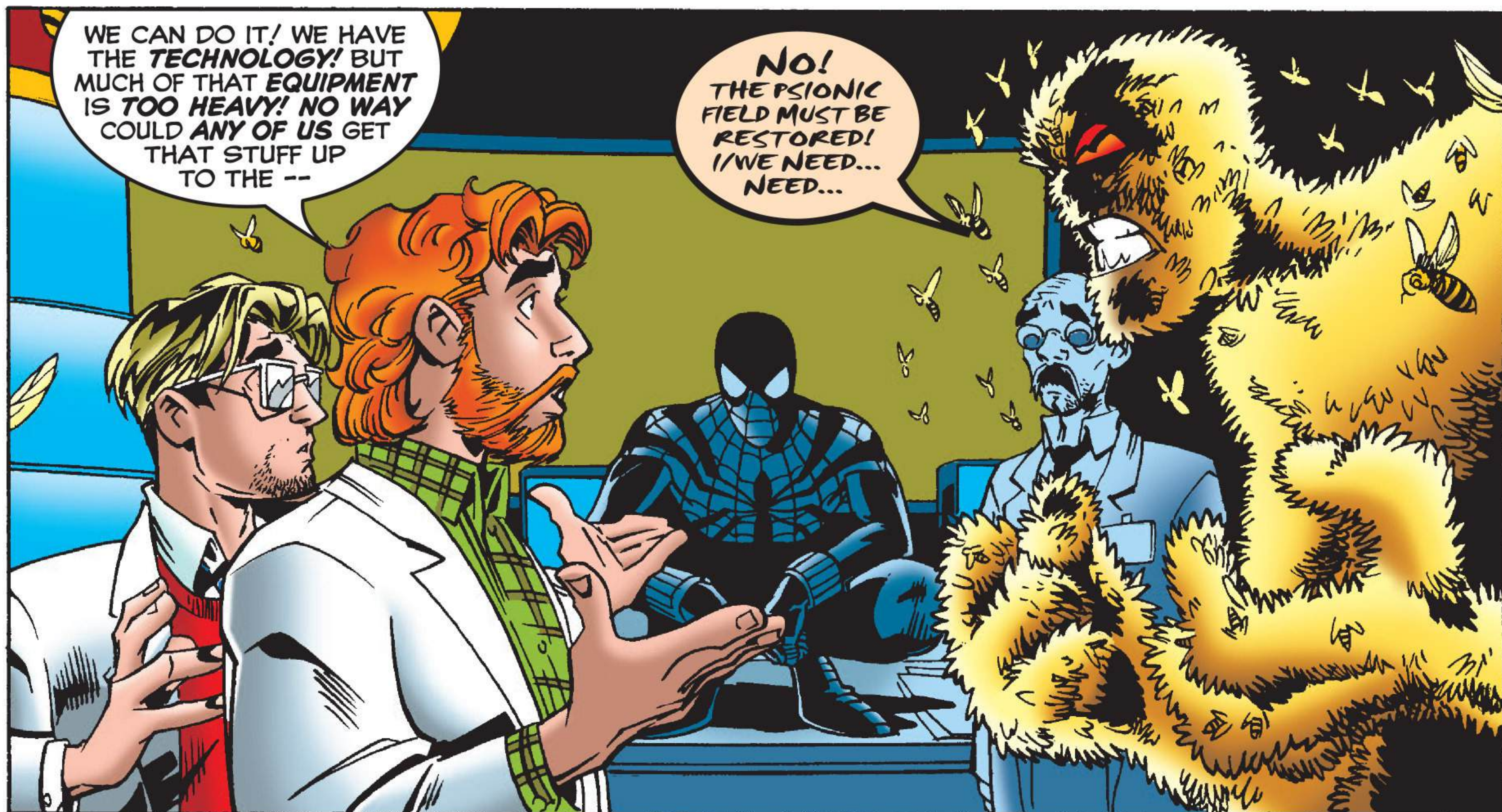
... BUT ALL THE **COMPONENTS** WE'D NEED ARE **HUGE** AND THEY'D HAVE TO BE MOVED TO THE **ROOF** AND THEY'D HAVE TO BE **SUSPENDED**, NOT **GROUND**ED BECAUSE ---

WHOA! WHOA! WHOA! SLOW DOWN, KEMO-SABE! AS LONG AS I KNOW WE CAN DO IT, JUST SHOW ME WHAT TO DO...



... 'CAUSE **TIME IS RUNNING OUT!**





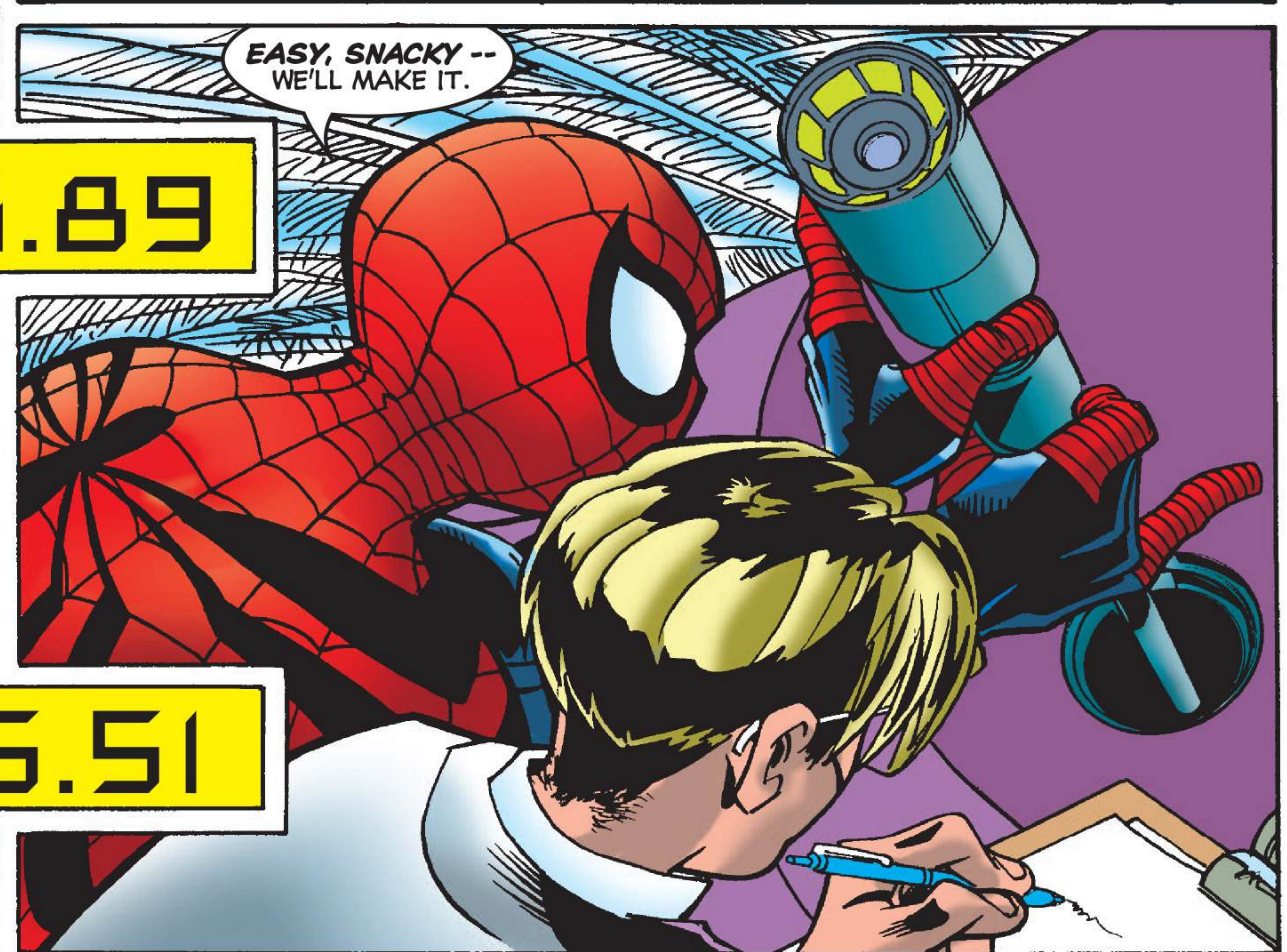
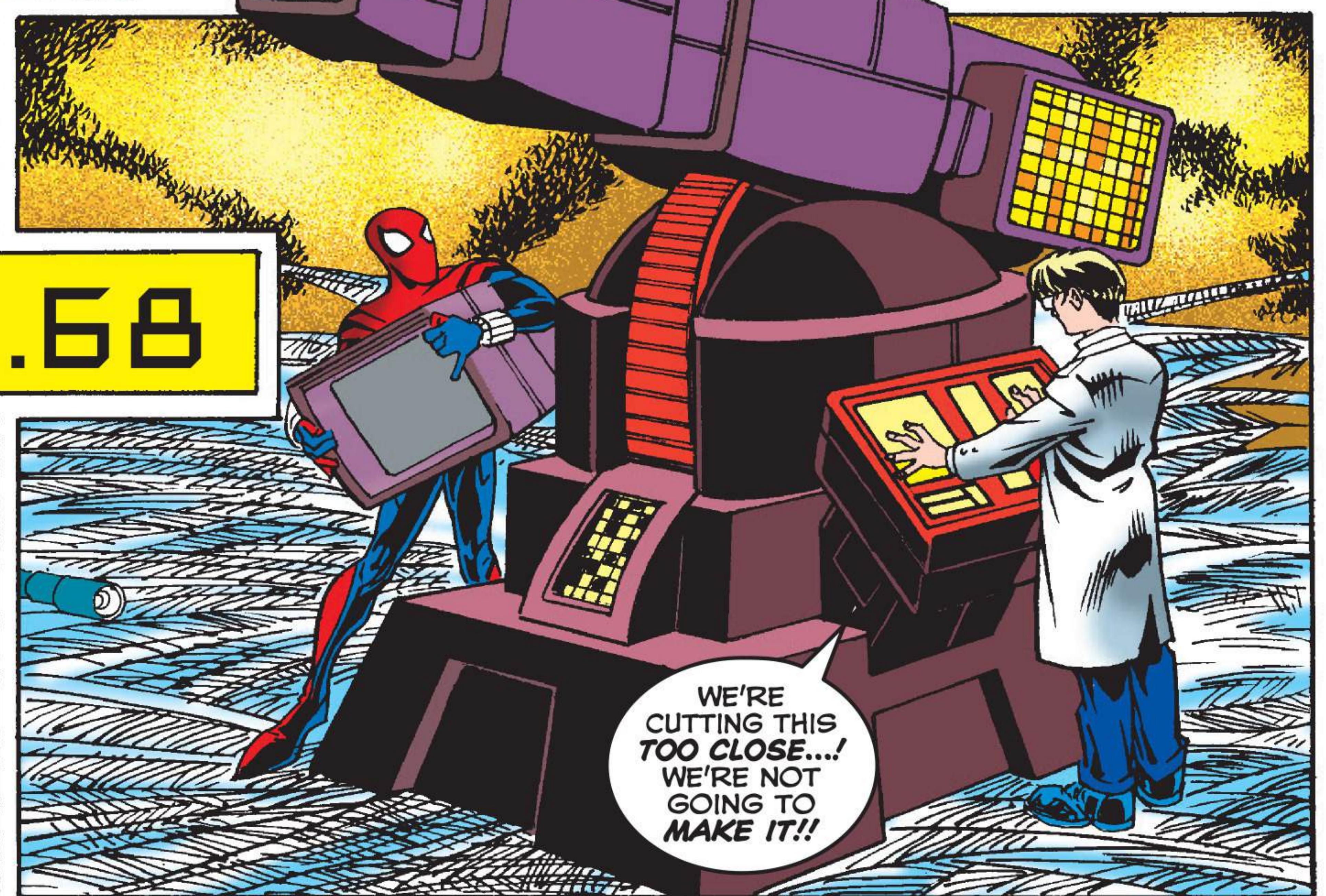
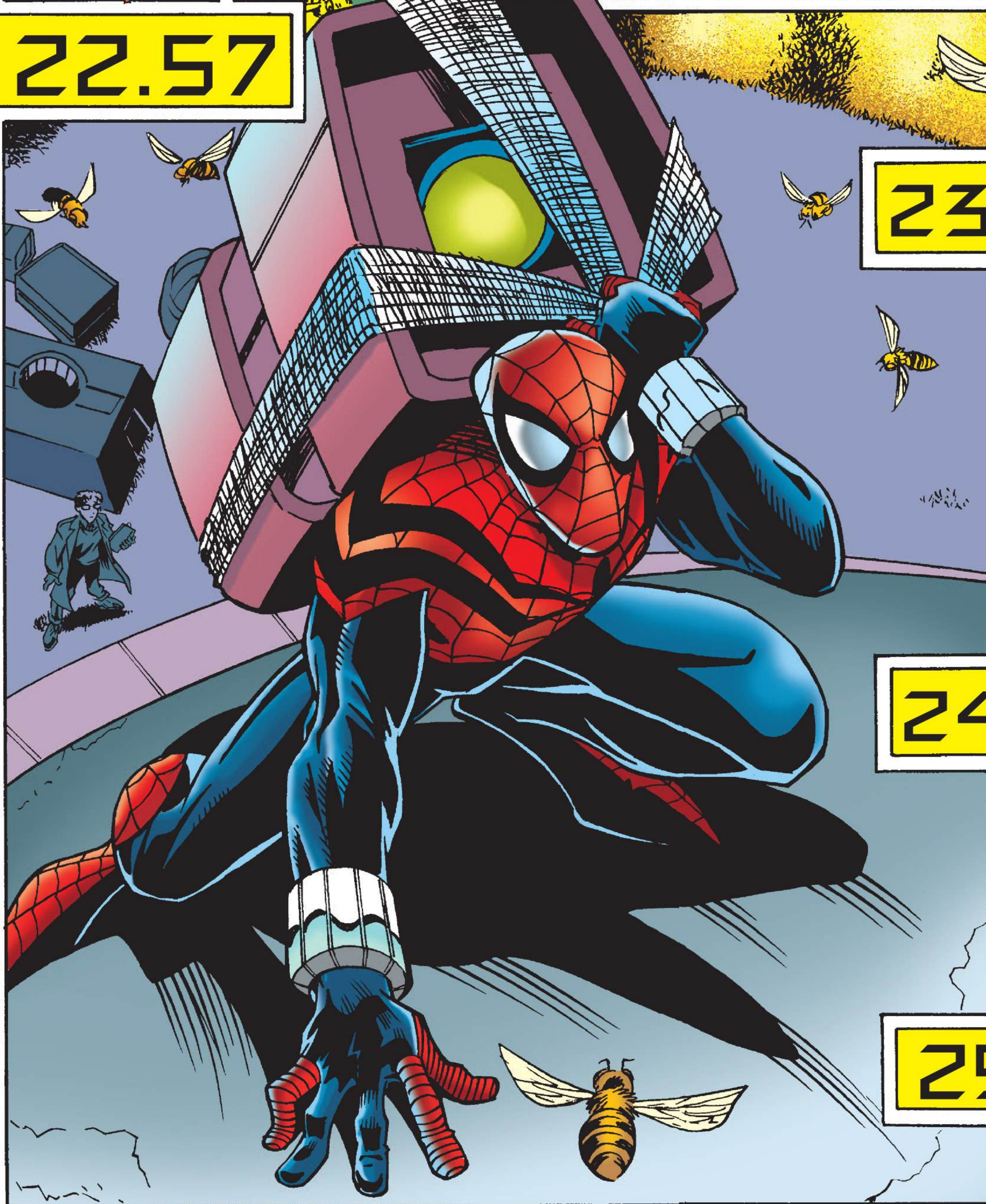
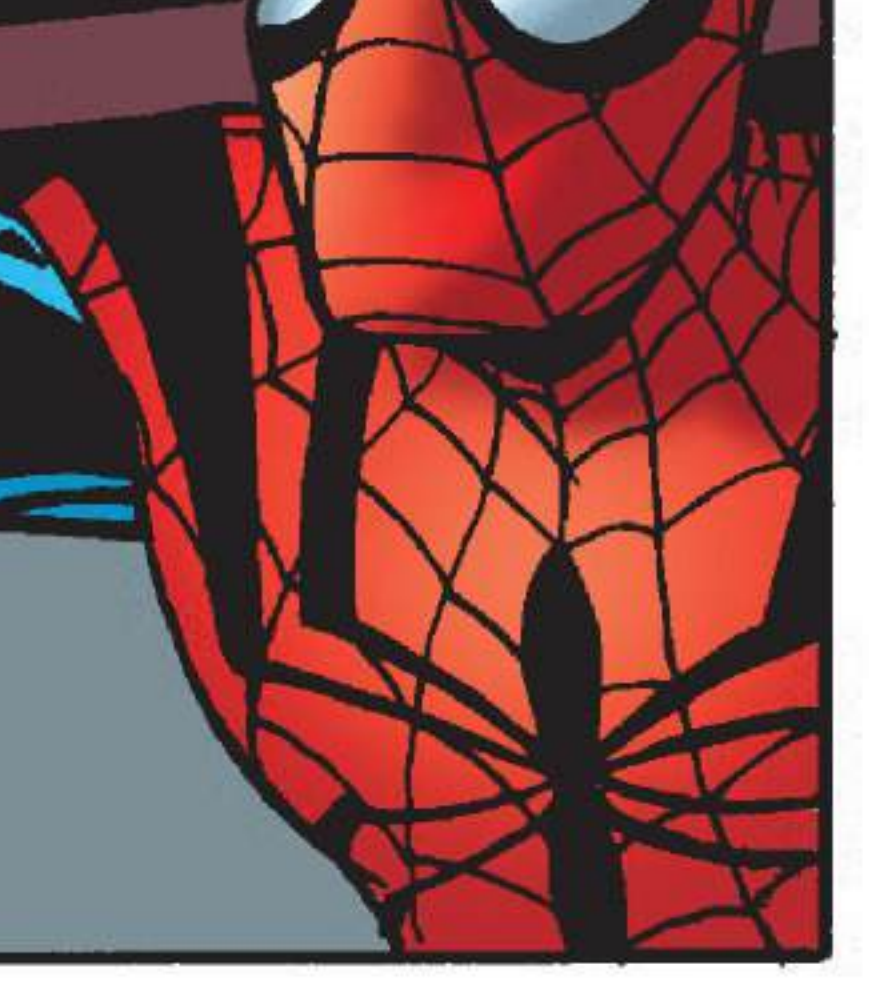
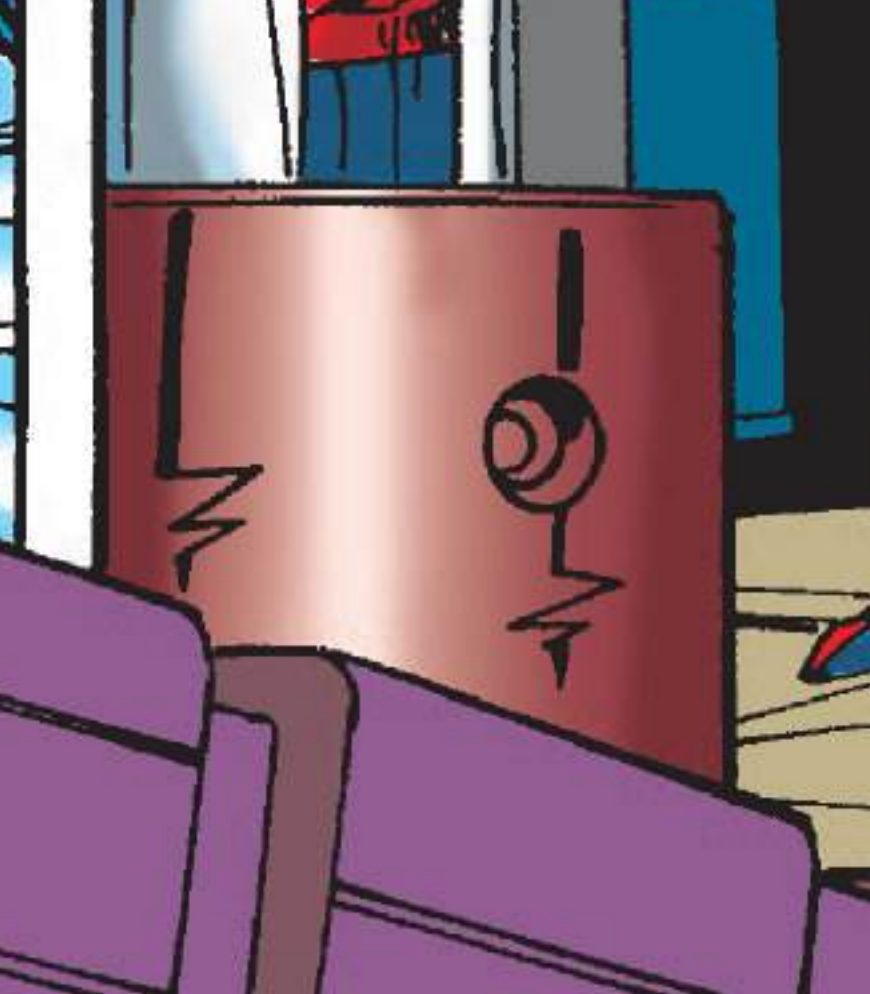
AND MOMENTS
LATER --

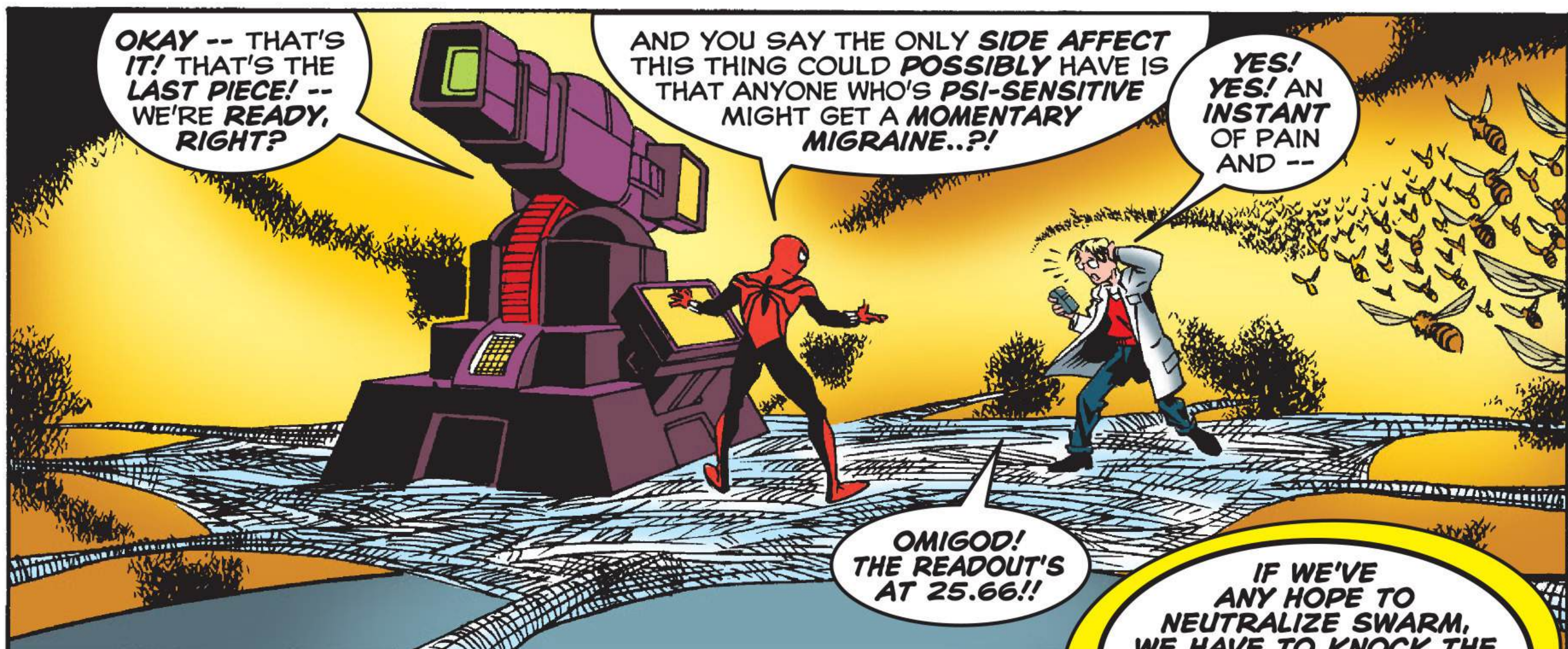
-- AS BILLIONS UPON
BILLIONS OF BEES
CONTINUE TO SWARM
INTO MANHATTAN --

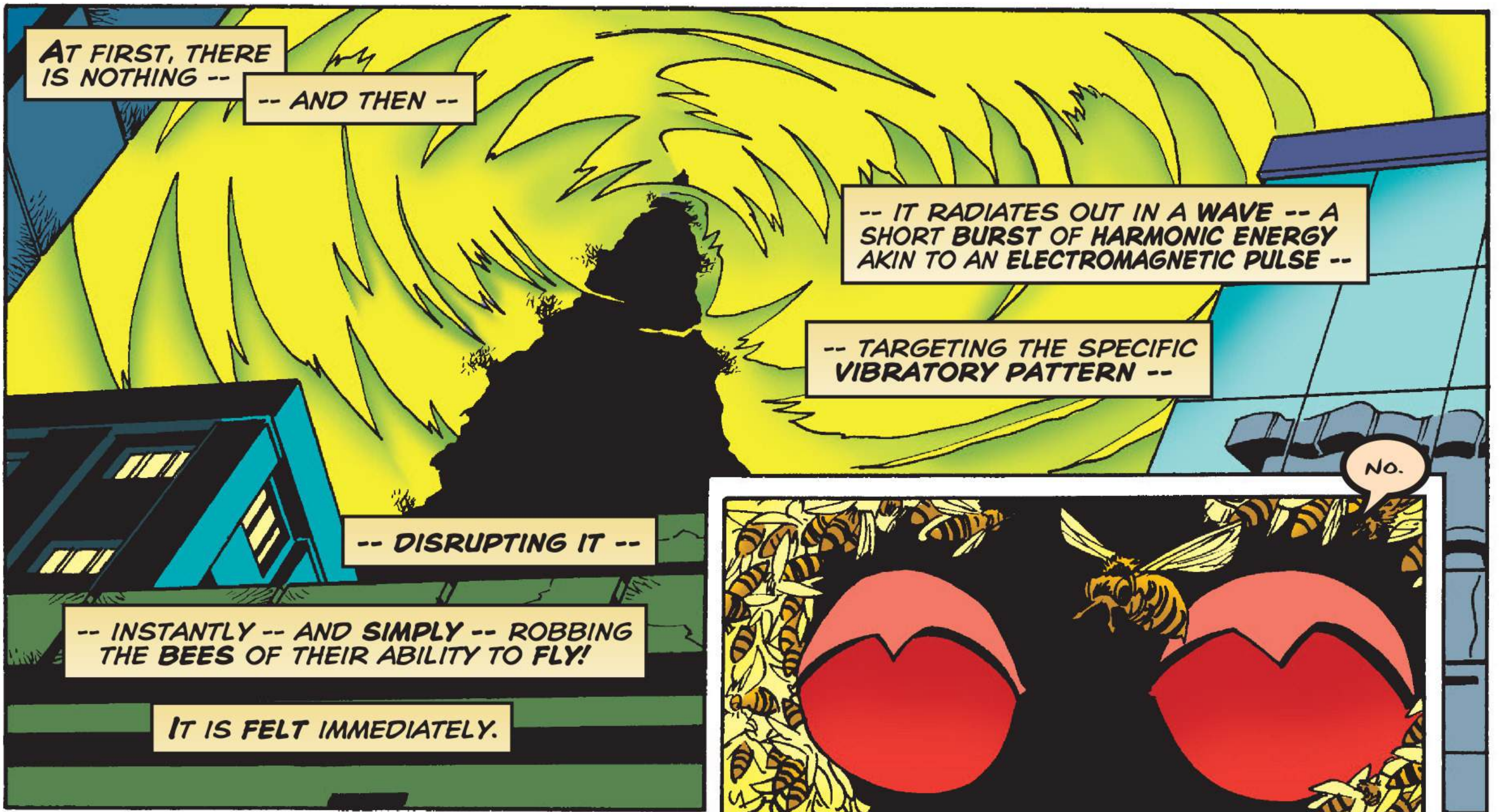
-- ADDING THEIR NUMBER TO THE
SWIRLING MAELSTROM THAT NOW
TOWERS OVER THE CITY...

... SPIDER-MAN
BEGINS A MOST
ARDUOUS TASK --

-- AND A RACE
AGAINST SWARM'S
GROWING POWER!







AT FIRST, THERE IS NOTHING --

-- AND THEN --

-- IT RADIATES OUT IN A WAVE -- A SHORT BURST OF HARMONIC ENERGY AKIN TO AN ELECTROMAGNETIC PULSE --

-- TARGETING THE SPECIFIC VIBRATORY PATTERN --

-- DISRUPTING IT --

-- INSTANTLY -- AND SIMPLY -- ROBBING THE BEES OF THEIR ABILITY TO FLY!

IT IS FELT IMMEDIATELY.



TO MOST, IT IS A SUDDEN... ODDNESS... IN THE AIR.

TO SOME, A SHARP AND PAINFUL STING AT THE CENTER OF THEIR BRAIN.

... AND YOUR LUCKY LOTTO NUMBERS ARE --
AAAAEEII!

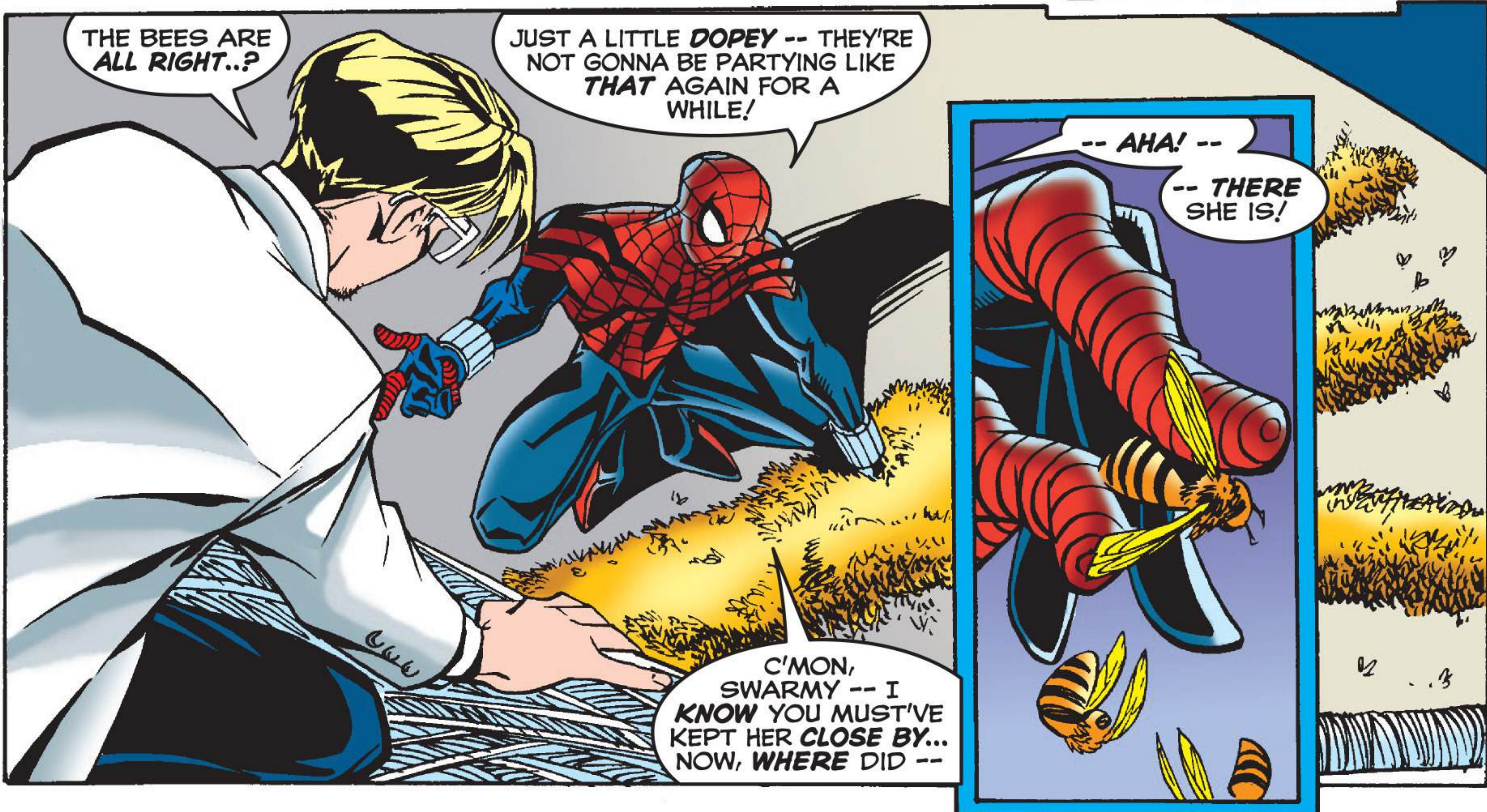
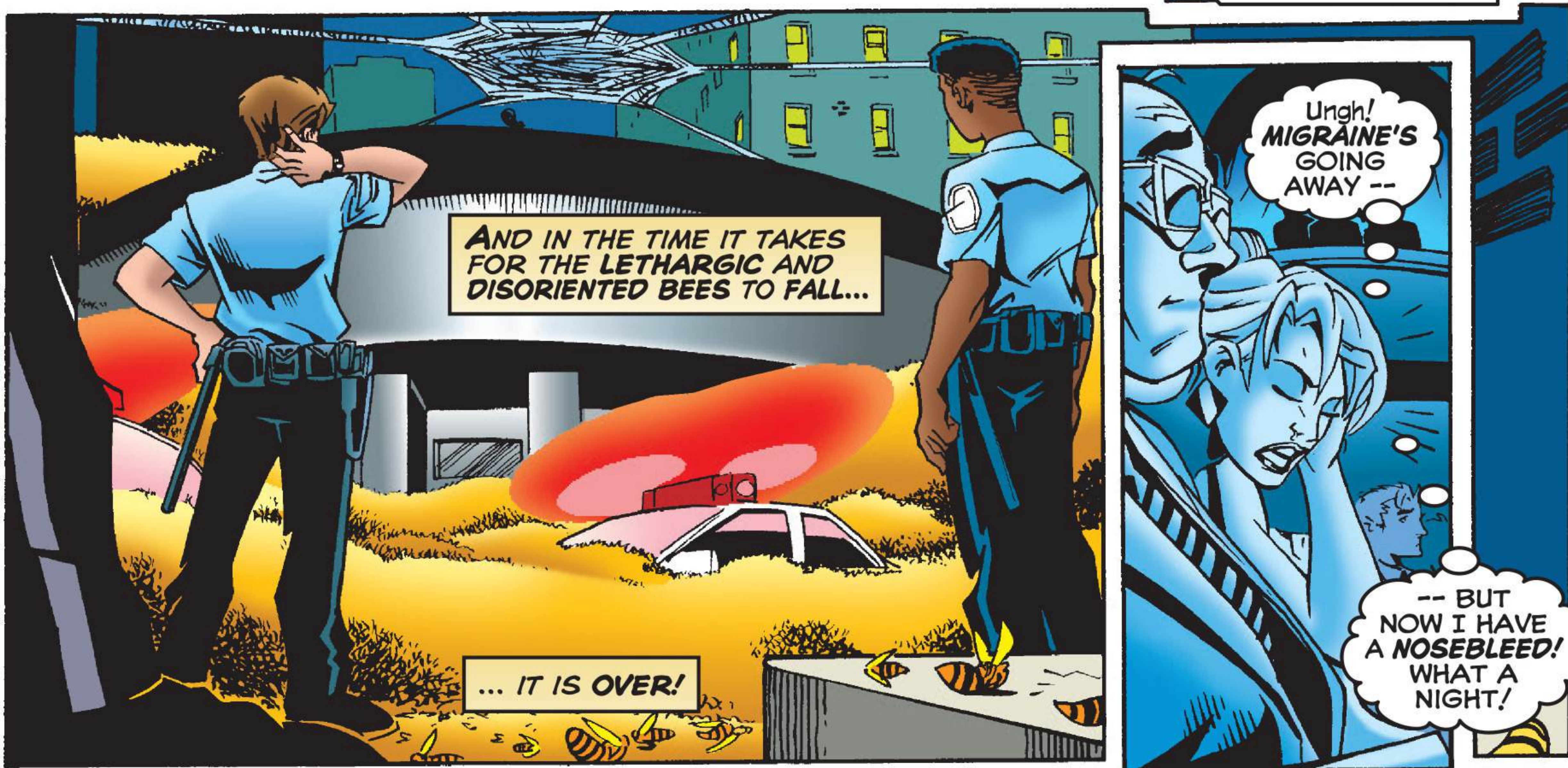
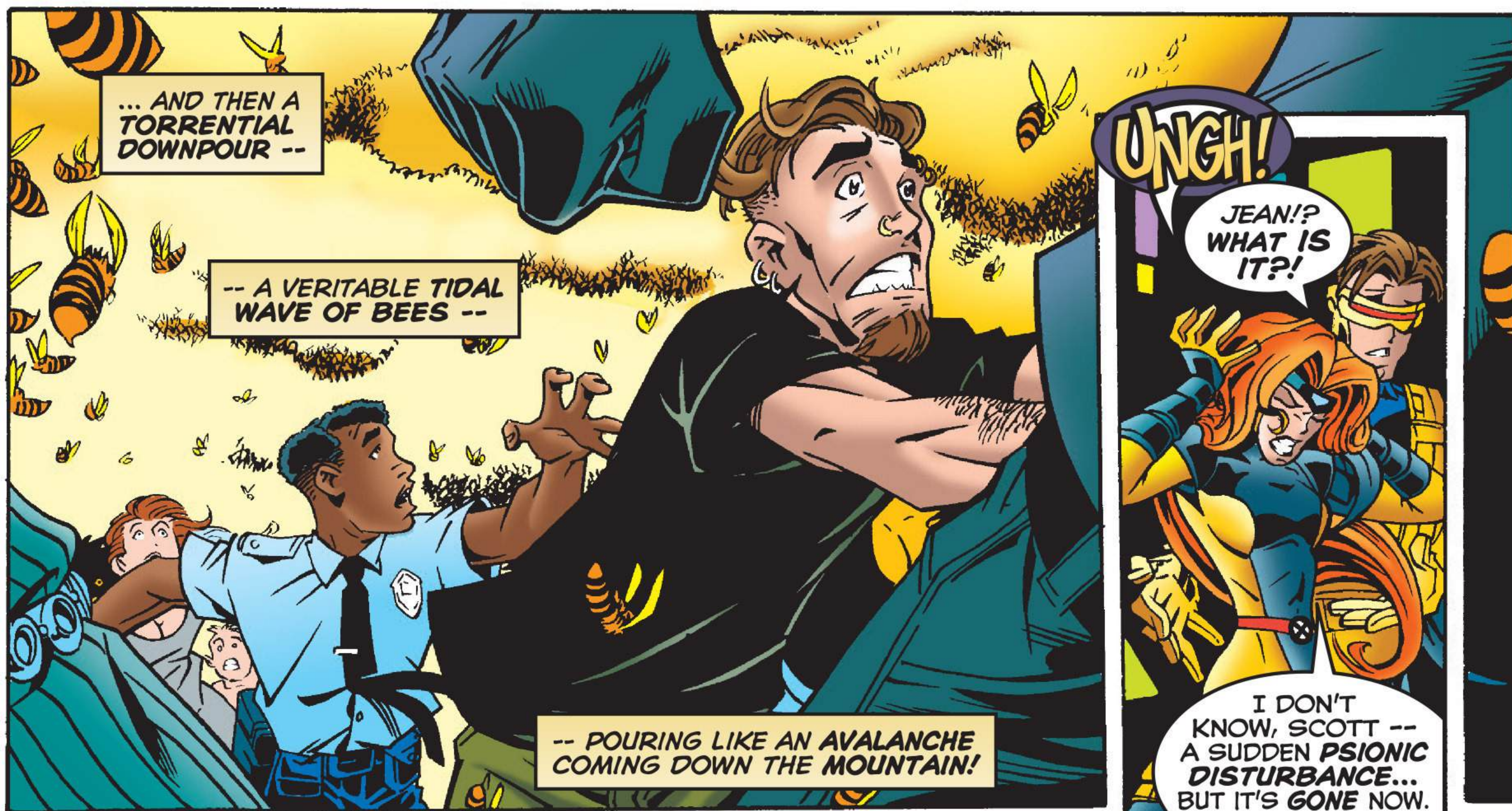


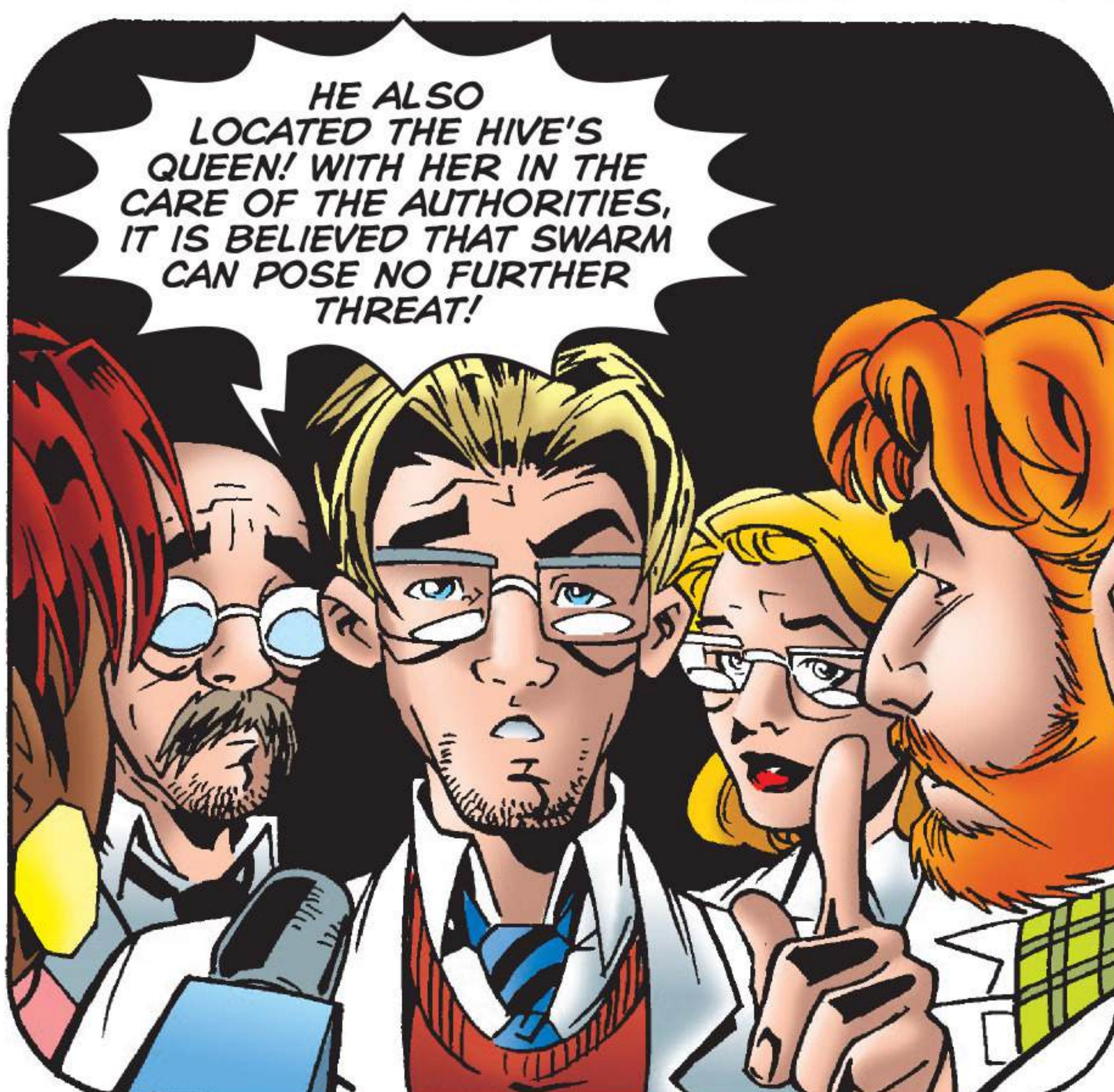
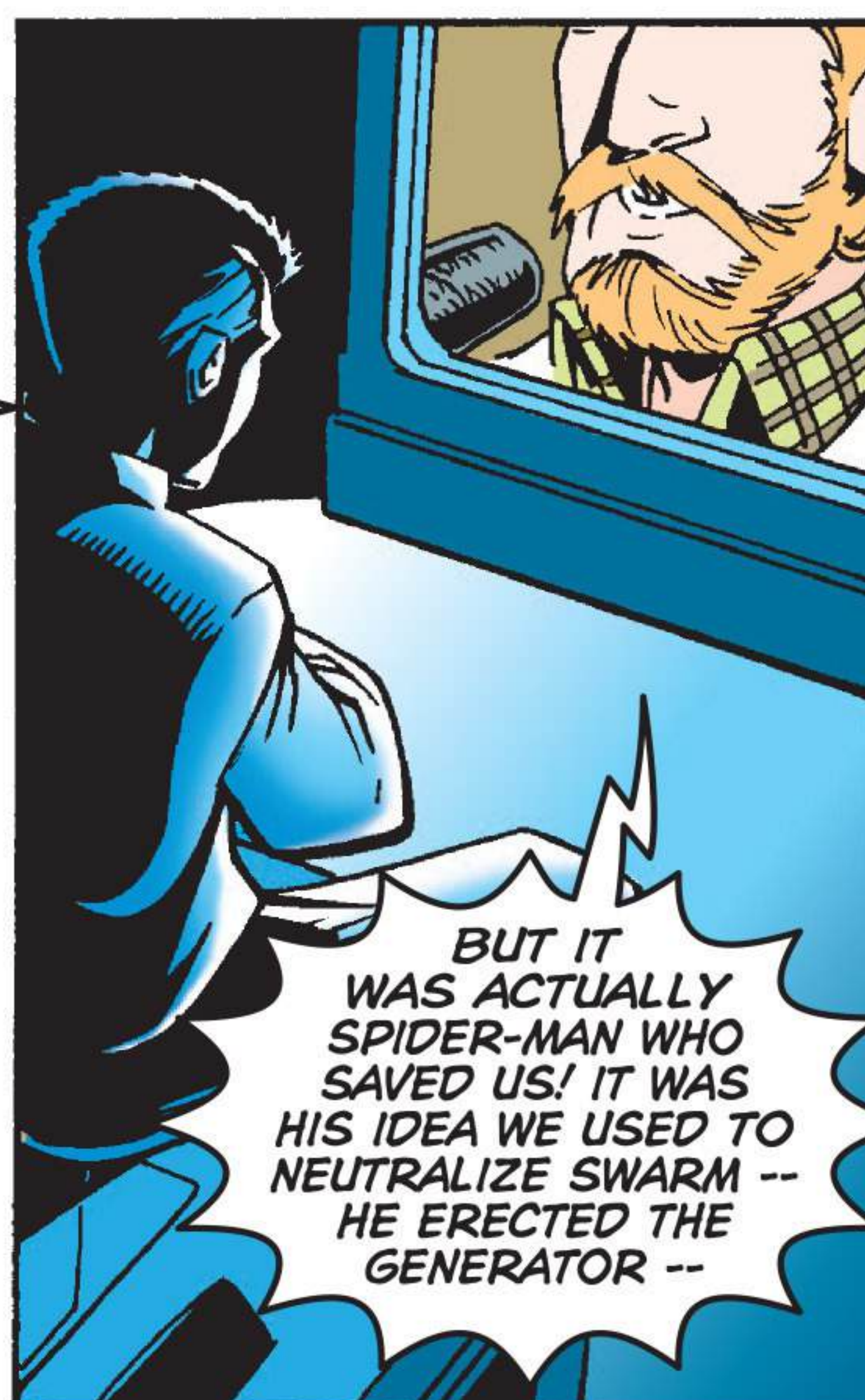
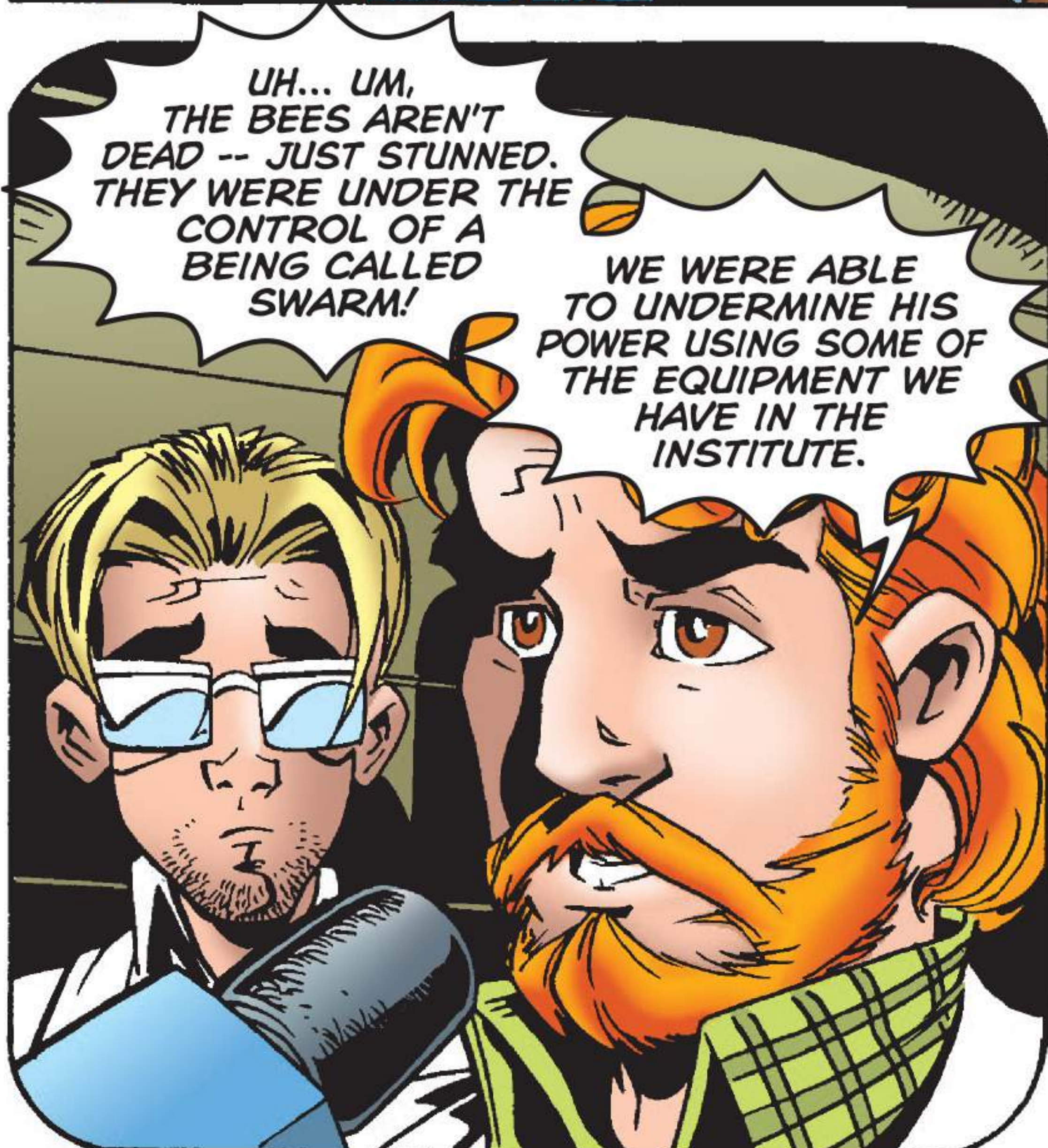
TO ONE WHO IS MANY, IT IS... AN END.

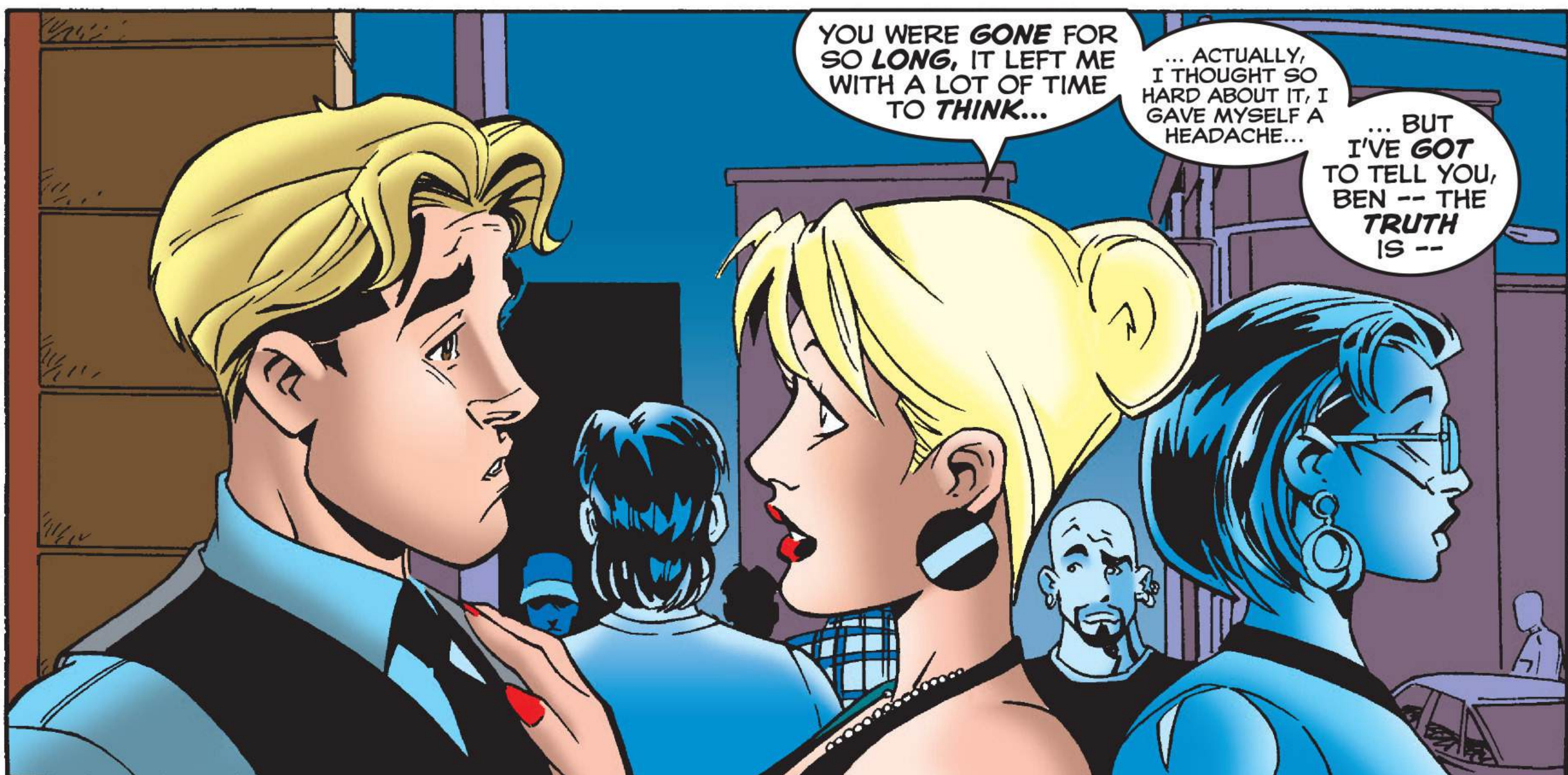
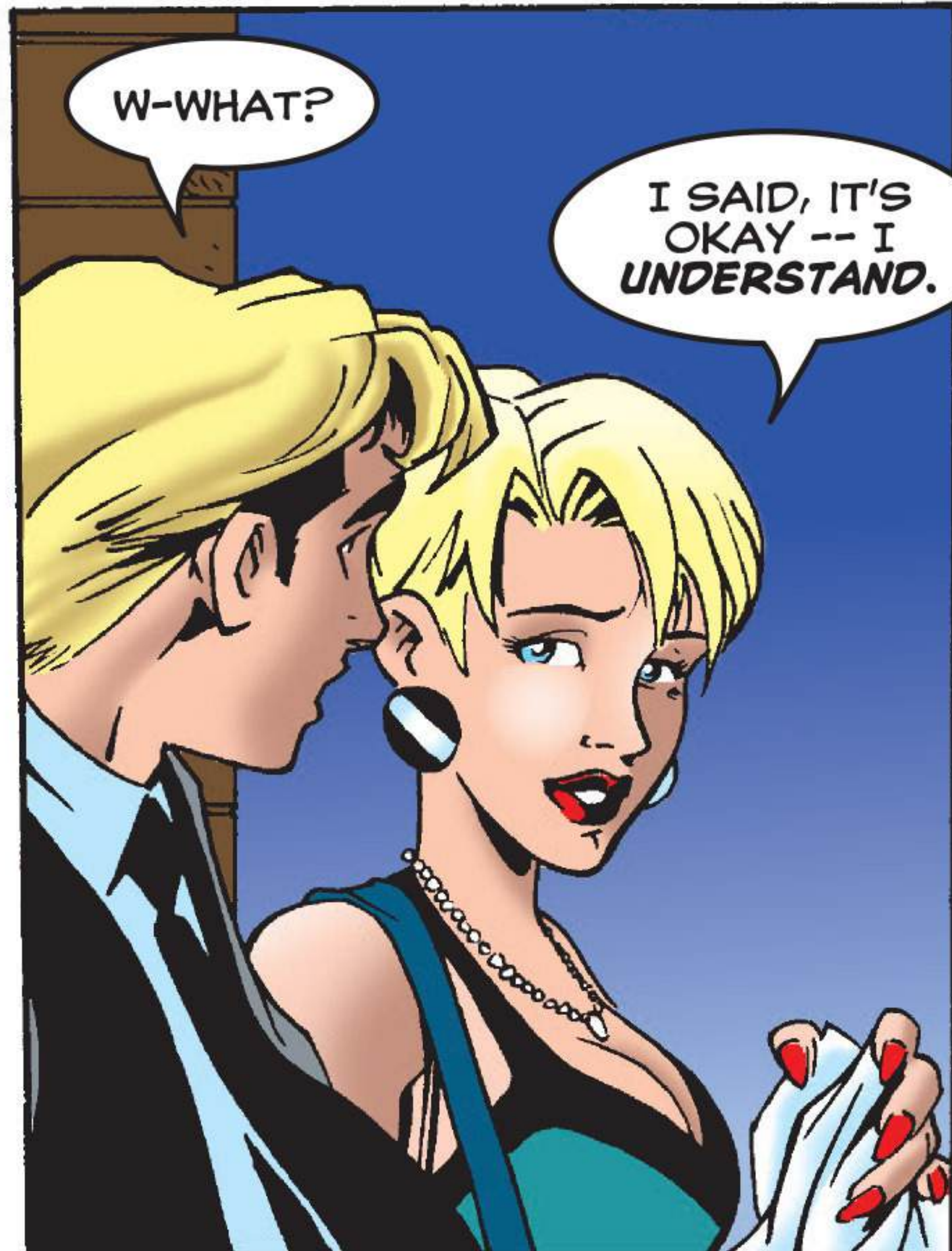
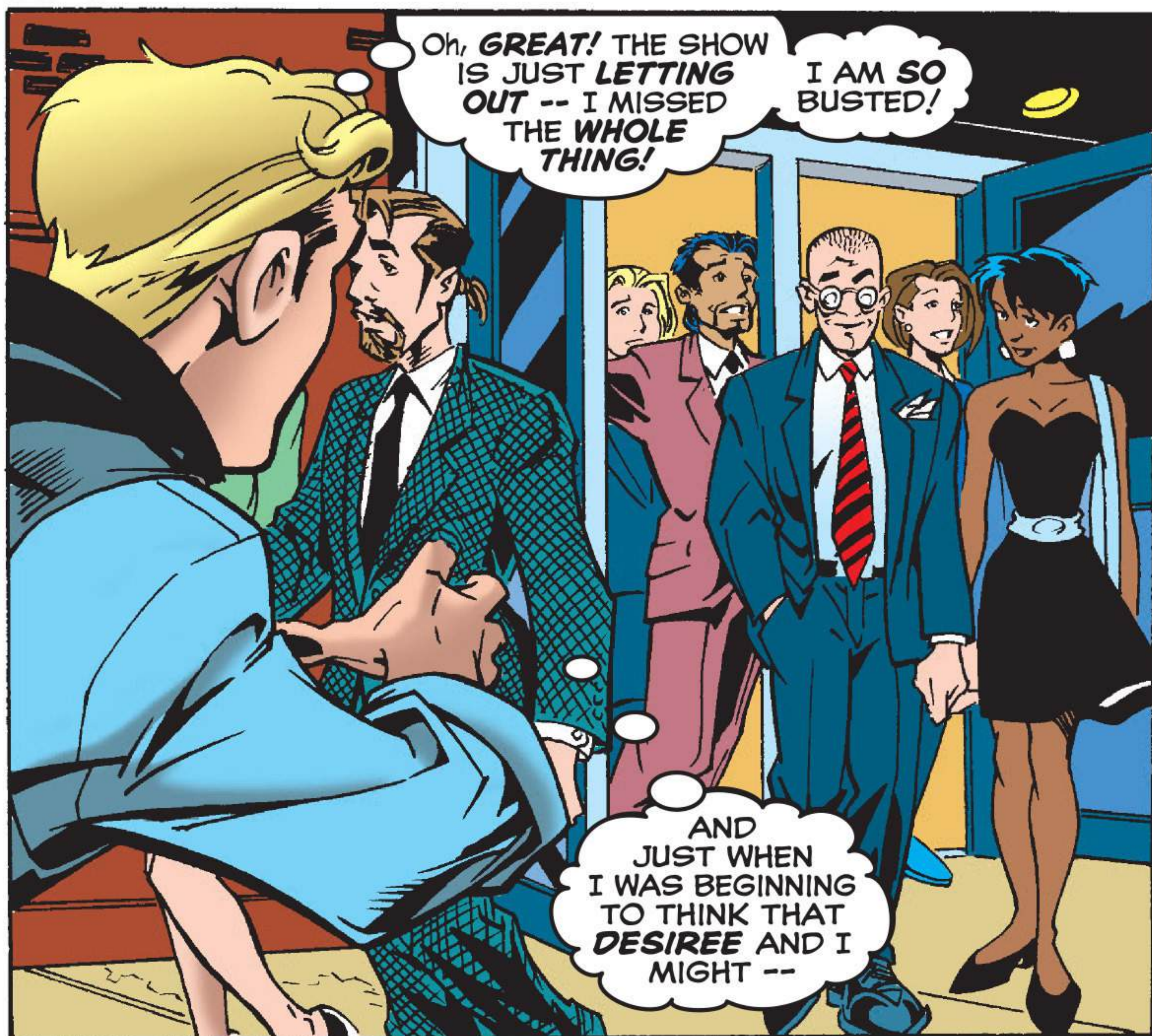
AND THEN, IT IS RAINING BEES!



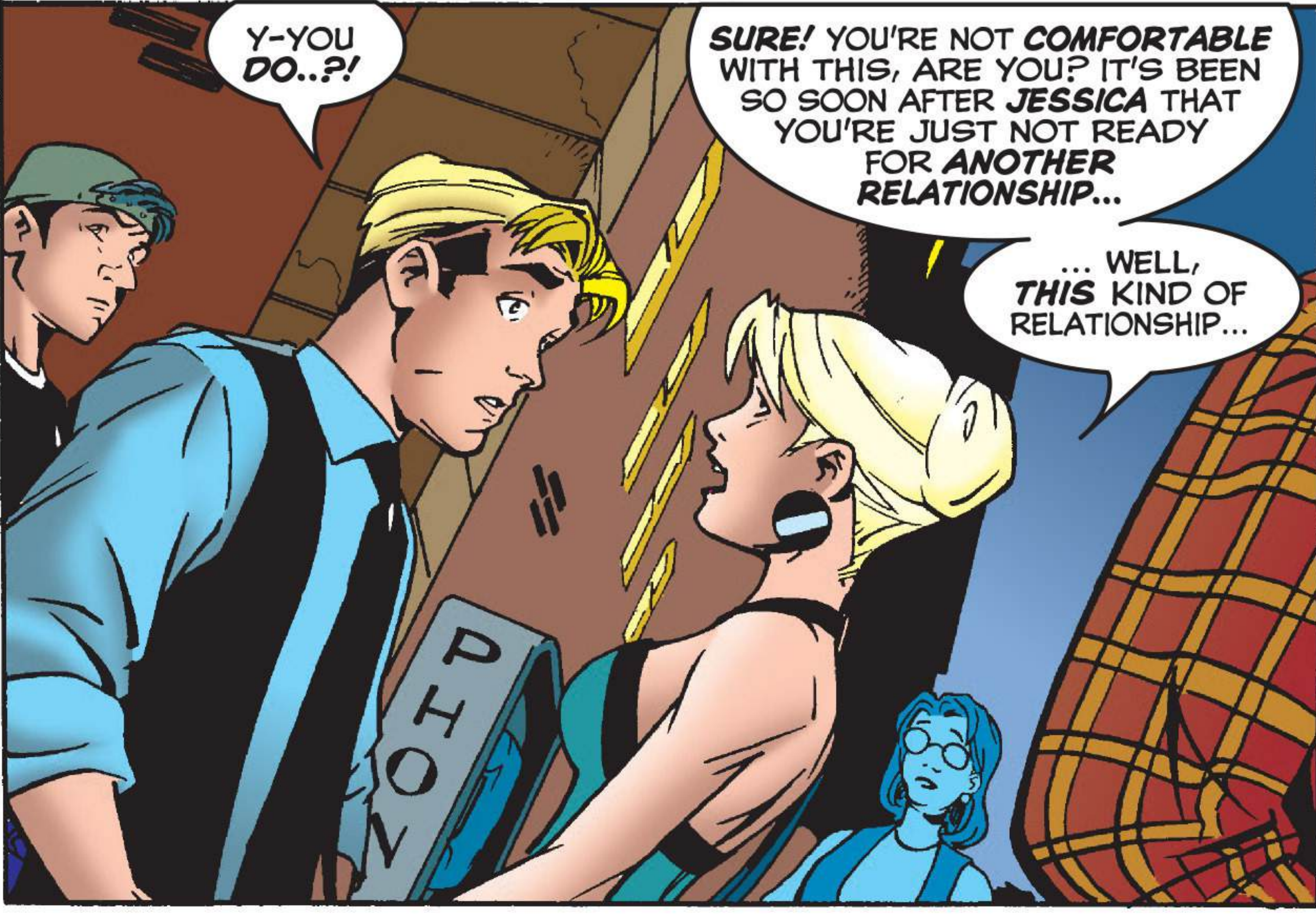
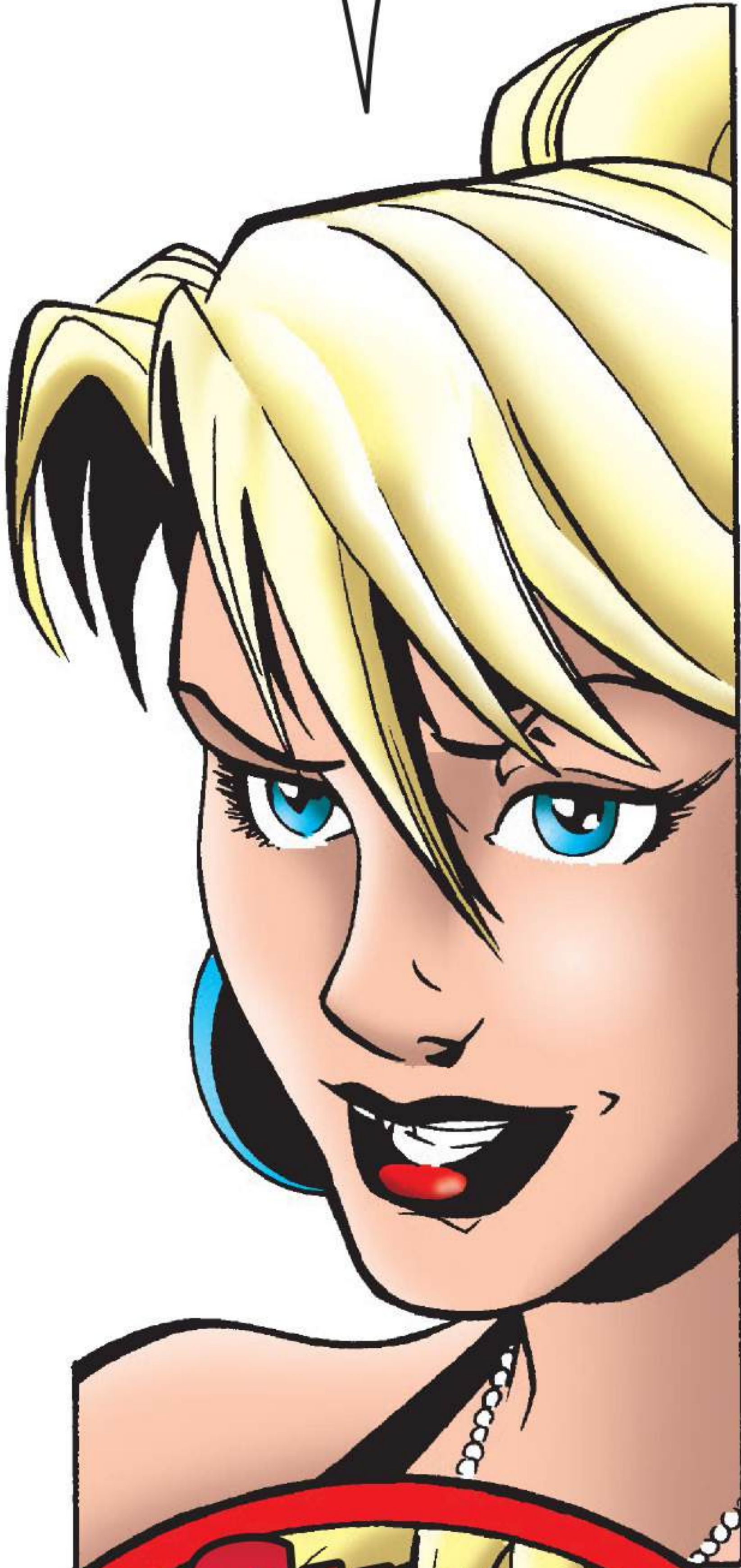
A FEW AT FIRST...







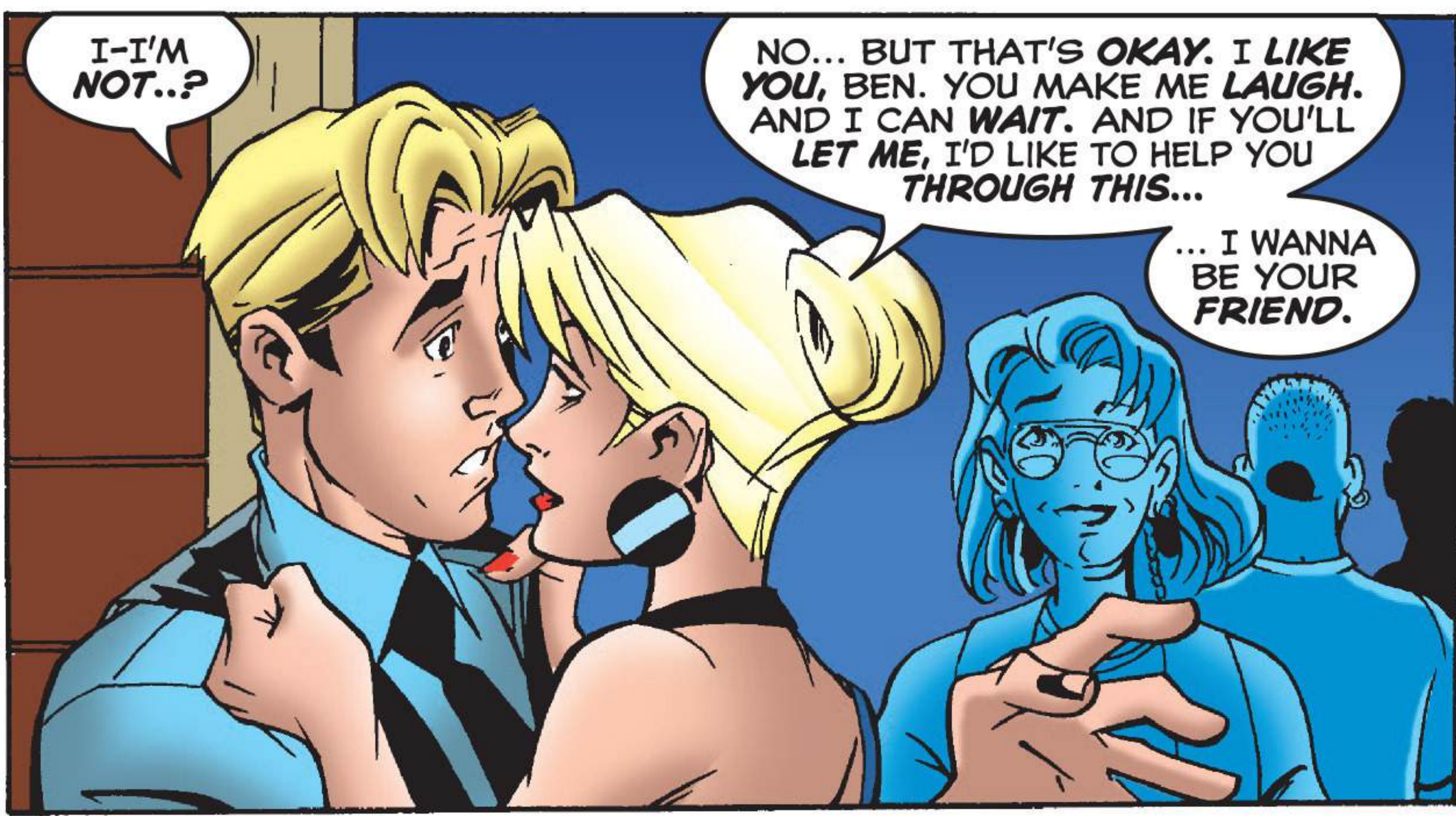
-- I **KNOW** WHY YOU HAD TO LEAVE..!



Y-YOU DO...?!

SURE! YOU'RE NOT **COMFORTABLE** WITH THIS, ARE YOU? IT'S BEEN SO SOON AFTER **JESSICA** THAT YOU'RE JUST NOT READY FOR **ANOTHER RELATIONSHIP...**

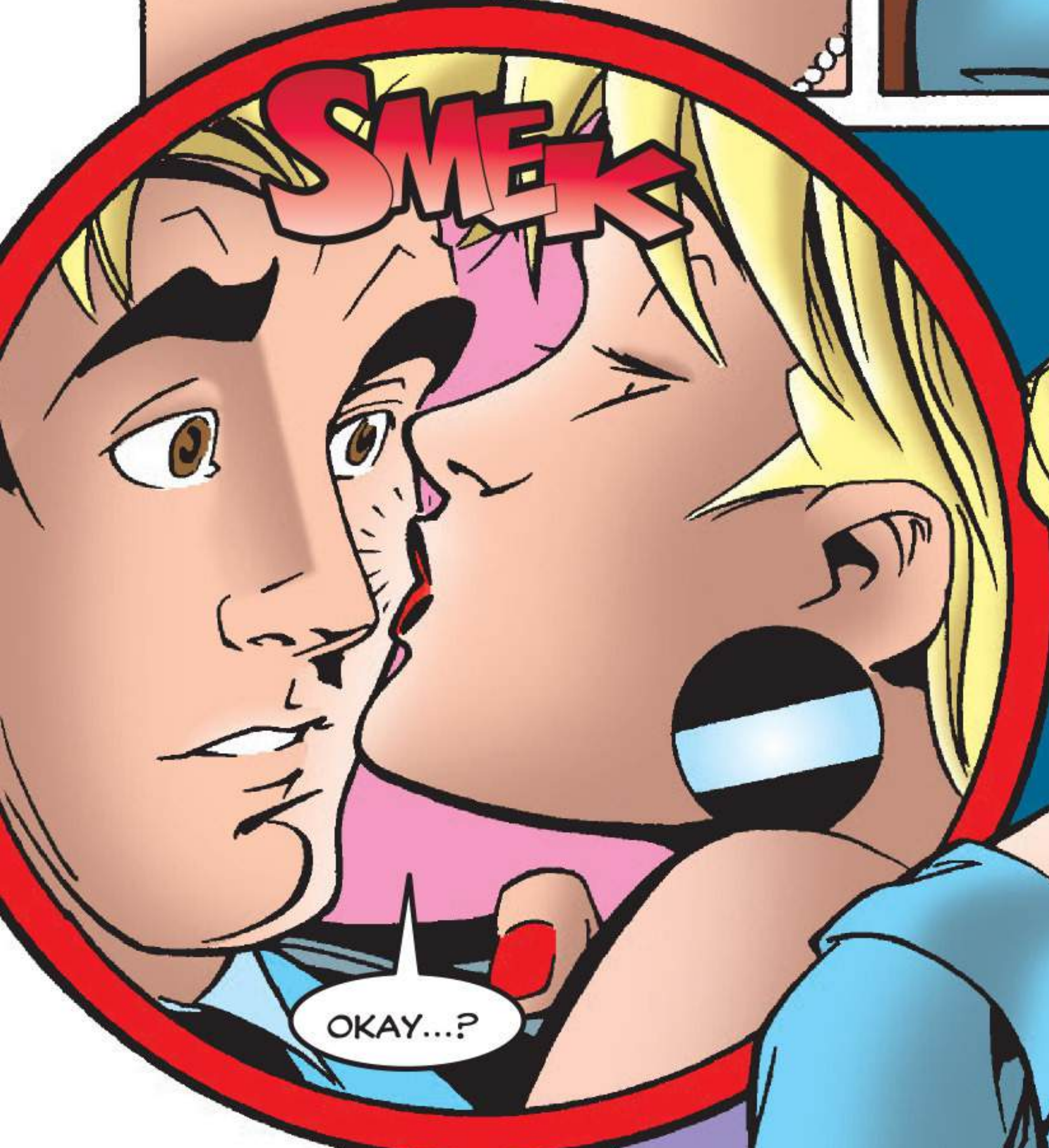
... WELL, **THIS** KIND OF RELATIONSHIP...



I-I'M NOT...?

NO... BUT THAT'S **OKAY**. I **LIKE YOU**, BEN. YOU MAKE ME **LAUGH**. AND I CAN **WAIT**. AND IF YOU'LL **LET ME**, I'D LIKE TO HELP YOU **THROUGH THIS...**

... I WANNA BE YOUR **FRIEND**.



OKAY...?



WHOA.

Oh-MAN-Oh MAN-Oh-MAN-Oh-MAN-Oh-MAN-Oh-MAN-Oh-MAN



NOT QUITE
MEANWHILE --

... TAKING
CARE OF THAT
RIGHT NOW.



-- IN THE **SELDOM-USED** OFFICE OF
EXECUTIVE DIRECTOR OF OSBORN
INDUSTRIES IN ABSENTIA, LIZ OSBORN.

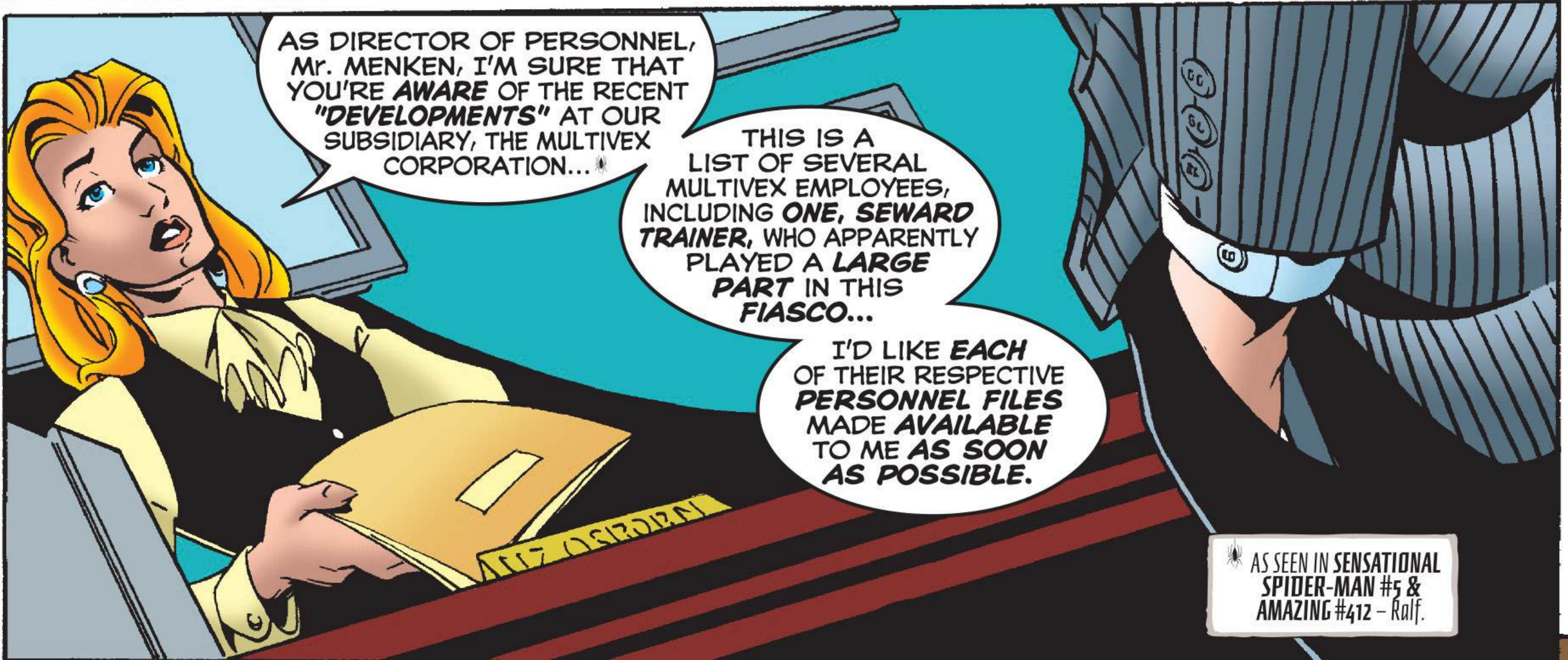
YES.
YES, FOGGY,
NOW YOU **ARE**
STARTING TO
SOUND LIKE MY
LAWYER...!

OKAY...
SEE YOU
LATER.
BYE!



Ms.
OSBORN...?
YOU WANTED
TO SEE ME?

YES,
Mr. **MENKEN**,
HELLO. PLEASE
COME IN.



AS DIRECTOR OF PERSONNEL,
Mr. **MENKEN**, I'M SURE THAT
YOU'RE **AWARE** OF THE RECENT
"**DEVELOPMENTS**" AT OUR
SUBSIDIARY, THE MULTIVEX
CORPORATION...

THIS IS A
LIST OF SEVERAL
MULTIVEX EMPLOYEES,
INCLUDING **ONE, SEWARD
TRAINER**, WHO APPARENTLY
PLAYED A **LARGE
PART** IN THIS
FIASCO...

I'D LIKE **EACH**
OF THEIR RESPECTIVE
PERSONNEL FILES
MADE **AVAILABLE**
TO ME **AS SOON
AS POSSIBLE.**

AS SEEN IN SENSATIONAL
SPIDER-MAN #5 &
AMAZING #412 - Rolf.



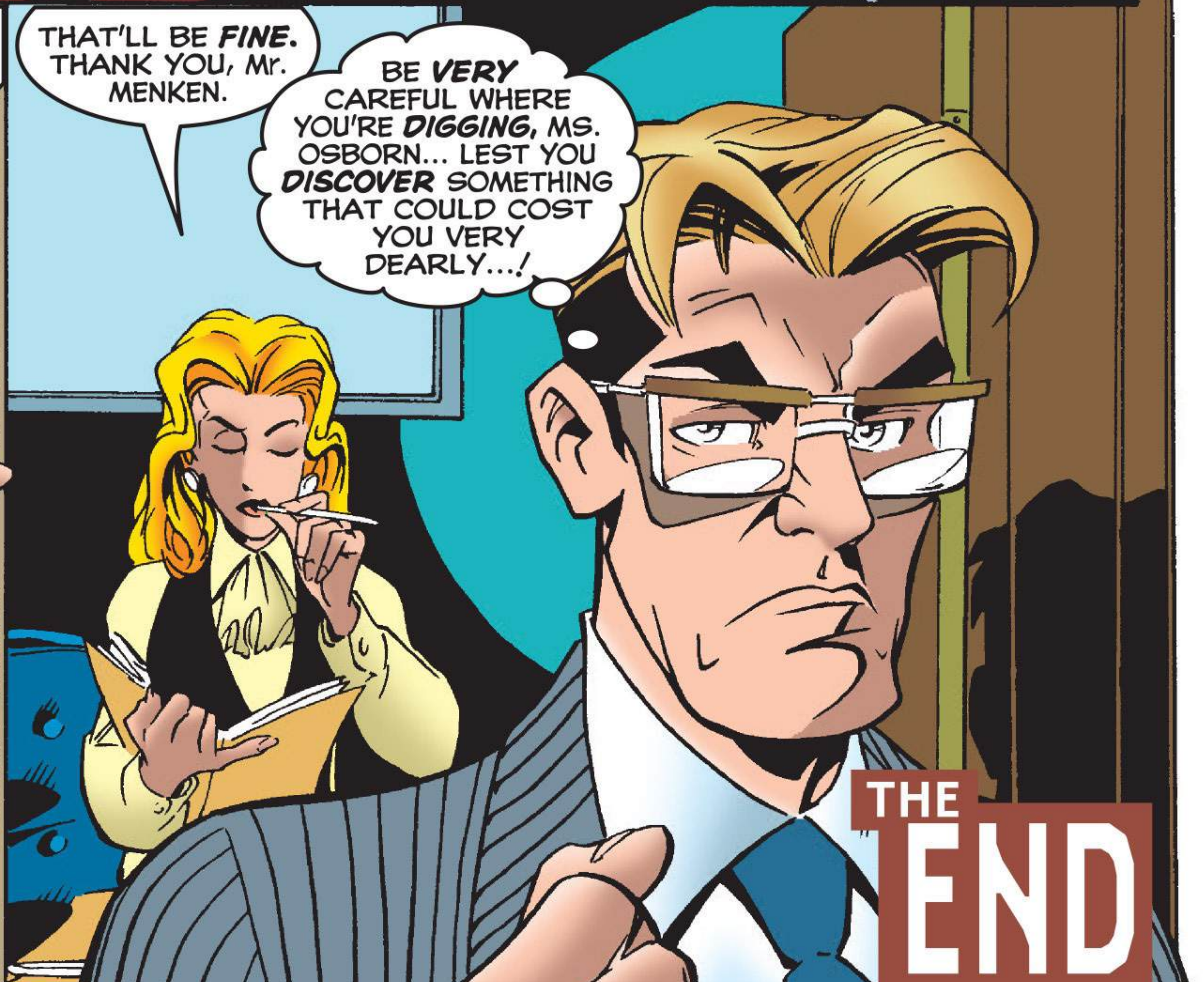
CERTAINLY, Ms.
OSBORN... **NOT A
PROBLEM.**

I'LL
HAVE THEM
TRANSFERRED
OVER TO YOU
WITHIN THE
HOUR.



THAT'LL BE **FINE**.
THANK YOU, Mr.
MENKEN.

BE **VERY**
CAREFUL WHERE
YOU'RE **DIGGING**, Ms.
OSBORN... LEST YOU
DISCOVER SOMETHING
THAT COULD COST
YOU **VERY
DEARLY...!**



THE
END

MARVEL
COMICS



SPIDER-MAN

OCT '96 416

THE AMAZING SPIDER-MAN



*Heroes'
Farewell*

 LESS THAN TWENTY-FOUR HOURS AGO, THIS CITY WAS UNDER SIEGE.

AN ARMY OF SENTINELS HAD INVADDED MANHATTAN, AND ONSLAUGHT THREATENED TO OBLITERATE HUMANKIND.

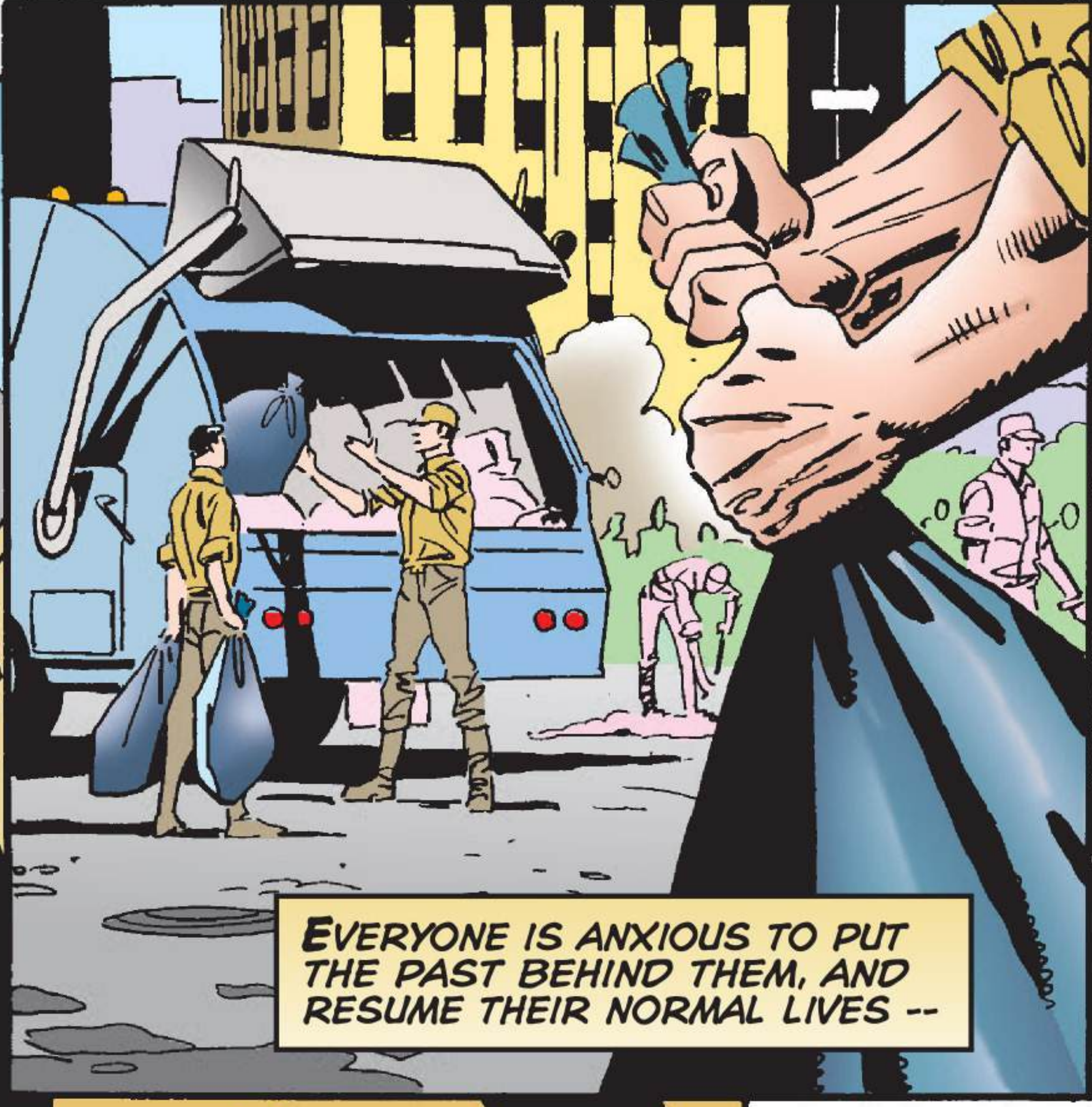
THANKFULLY, THE DANGER IS OVER --

-- DUE, IN NO SMALL PART, TO THE NOBLE SACRIFICE OF MANY OF THIS WORLD'S GREATEST HEROES!

EVEN AS POLITICIANS BEGIN TO DEBATE THE CAUSE AND COST OF THIS DISASTER --

-- SANITATION ENGINEERS COMPUTE THEIR OVERTIME AS THE STREETS ARE SLOWLY CLEARED OF DEBRIS.

SEE ONSLAUGHT: MARVEL UNIVERSE - Renovatin' Ralf.



EVERYONE IS ANXIOUS TO PUT THE PAST BEHIND THEM, AND RESUME THEIR NORMAL LIVES --



-- AND THAT INCLUDES THOSE WHOSE LIVES ARE DEVOTED TO CRIMINAL PURSUITS!

MOVE AWAY FROM THOSE CRATES --

-- OR YOU'RE DEAD!

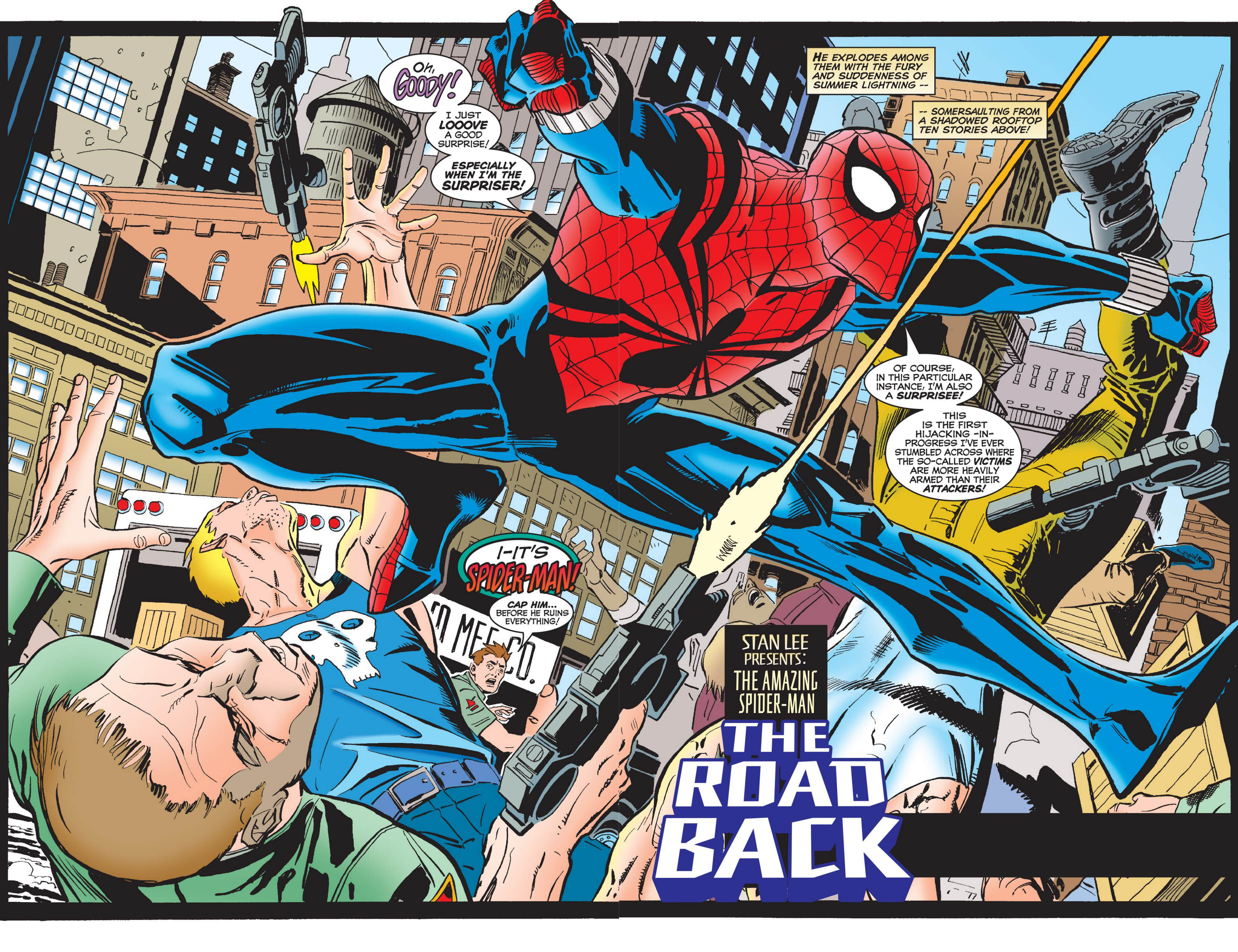
Y-YOU'RE HIJACKING US --?!

BUDDA-BAM-BAM



YOU CREEPS PICKED THE **WRONG** TARGET --

-- AND YOU'RE ALL IN FOR A **BIG SURPRISE!**



Oh,
Goody!

I JUST
LOOOVE
A GOOD
SURPRISE!

ESPECIALLY
WHEN I'M THE
SURPRISE!

HE EXPLODES AMONG
THEM WITH THE FURY
AND SUDDENNESS OF
SUMMER LIGHTNING --

-- SOMERSAULTING FROM
A SHADOWED ROOFTOP
TEN STORIES ABOVE!

OF COURSE,
IN THIS PARTICULAR
INSTANCE, I'M ALSO
A **SURPRISE!**

THIS
IS THE FIRST
HIJACKING -IN-
PROGRESS I'VE EVER
STUMBLED ACROSS WHERE
THE SO-CALLED **VICTIMS**
ARE MORE HEAVILY
ARMED THAN THEIR
ATTACKERS!

I-IT'S
SPIDER-MAN!

CAP HIM...
BEFORE HE RUINS
EVERYTHING!

STAN LEE
PRESENTS:
THE AMAZING
SPIDER-MAN

THE ROAD BACK

PARDON MY SUSPICIOUS MIND, BUT --

-- BASED ON THE WAY YOU DELIVERY MEN ARE ALSO TRYING TO PULVERIZE MY EVER-SUNNY PERSONALITY --

-- I'M INCLINED TO BELIEVE YOUR PRODUCT ISN'T EXACTLY KOSHER!

I HOPE YOU WON'T MIND IF I SNAG ONE OF YOUR CASES, AND --

KRASH

-- WHOOPS!

-- CLUMSY ME!

I ACCIDENTALLY SPILLED YOUR SHINY NEW ILLEGAL ARMAMENTS ALL OVER THE STREET!

DON'T WORRY! I PROMISE TO PICK THEM UP --

SPLOAT

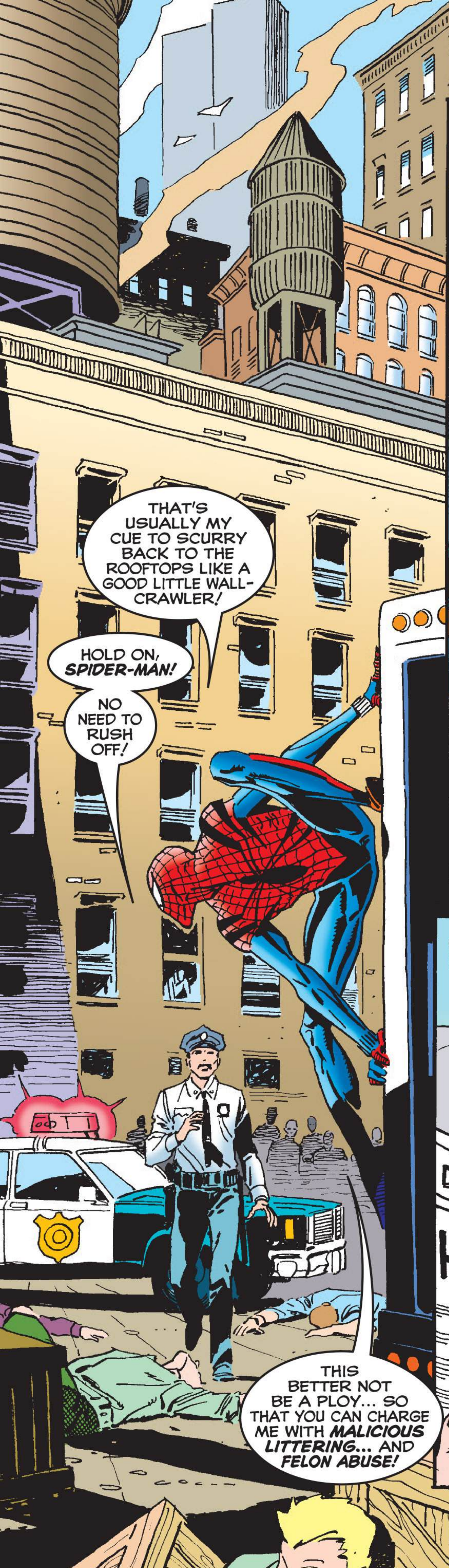
-- AFTER I'VE FINISHED PUTTING YOU DOWN!

AND SO, FOUR MINUTES, FIVE MORE THWIPS, AND SEVEN KNOCKOUT PUNCHES LATER...

Uh-Oh...

LOOKS LIKE AN ENTERPRISING CITIZEN MANAGED TO FIND A WORKING PHONE --

-- AND DIAL 911!



THAT'S
USUALLY MY
CUE TO SCURRY
BACK TO THE
ROOFTOPS LIKE A
GOOD LITTLE WALL-
CRAWLER!

HOLD ON,
SPIDER-MAN!

NO
NEED TO
RUSH
OFF!

THIS
BETTER NOT
BE A PLOY... SO
THAT YOU CAN CHARGE
ME WITH **MALICIOUS
LITTERING...** AND
FELON ABUSE!

THERE'S **SOMETHING**
I WANT YOU TO
KNOW...

THIS
CITY SUFFERED
SOME VERY **TRAGIC
LOSSES** RECENTLY,
BUT PLENTY OF US
ON THE JOB ARE
BREATHING
EASIER --

-- BECAUSE
YOU'RE STILL
COUNTED AMONG
THE LIVING!

Uh...

THANKS!

I REALLY DO
APPRECIATE THE
SENTIMENT...

... BUT
YOU'RE GOING
TO HAVE TO
EXCUSE ME,
OFFICER.

A SLIVER
MUST HAVE
ACCIDENTALLY
SLIPPED BENEATH
MY MASK --

-- BECAUSE
I THINK I HAVE
SOMETHING
IN MY EYE!

WHEN I THINK
OF ALL WE'VE
SACRIFICED!

I WONDER
IF THIS
CITY --

-- AND THE
WORLD --

-- CAN
EVER TRULY
RECOVER?!

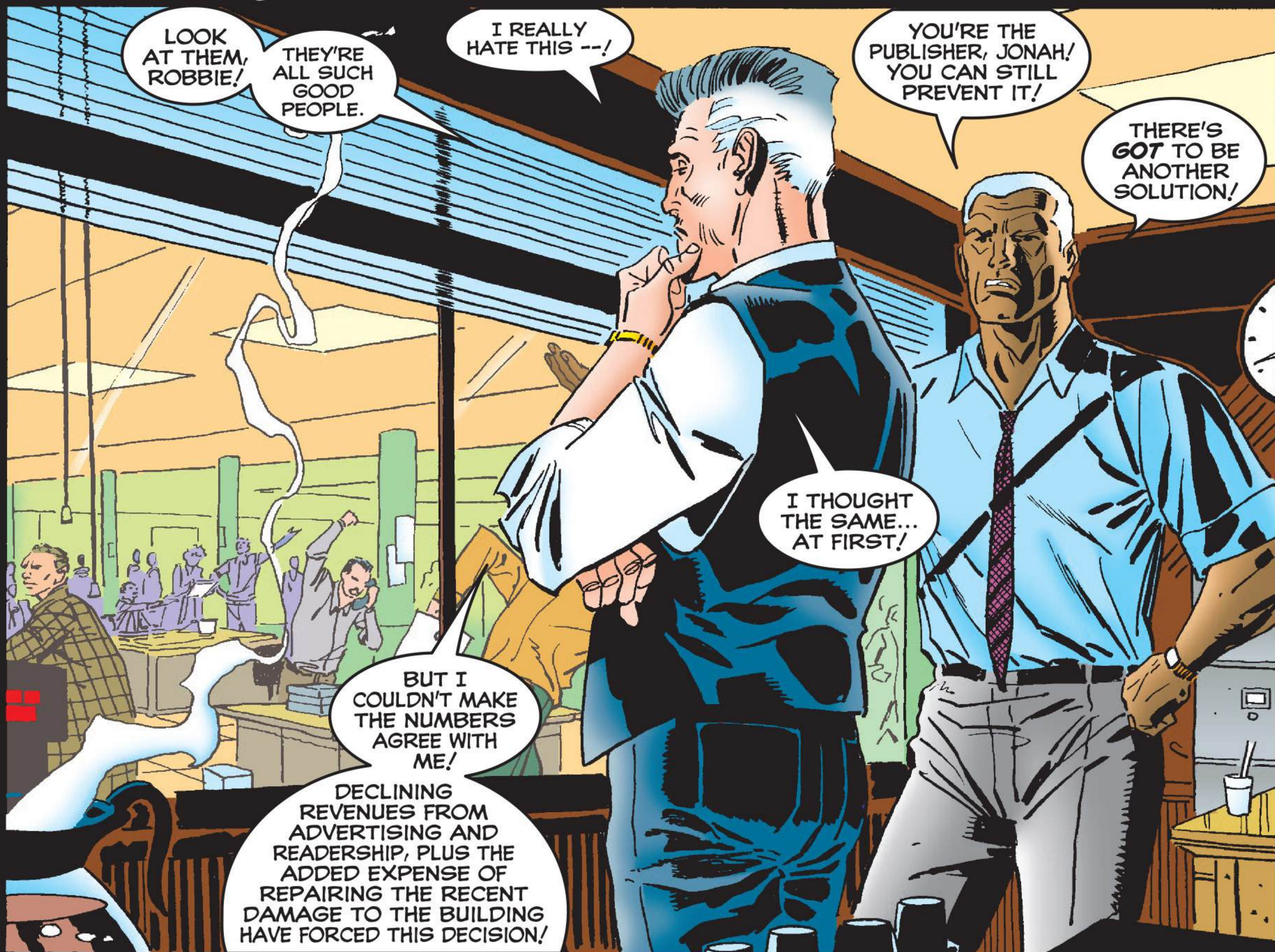
DAILY BUGLE

HEY'RE DEAD!



DAILY BUG

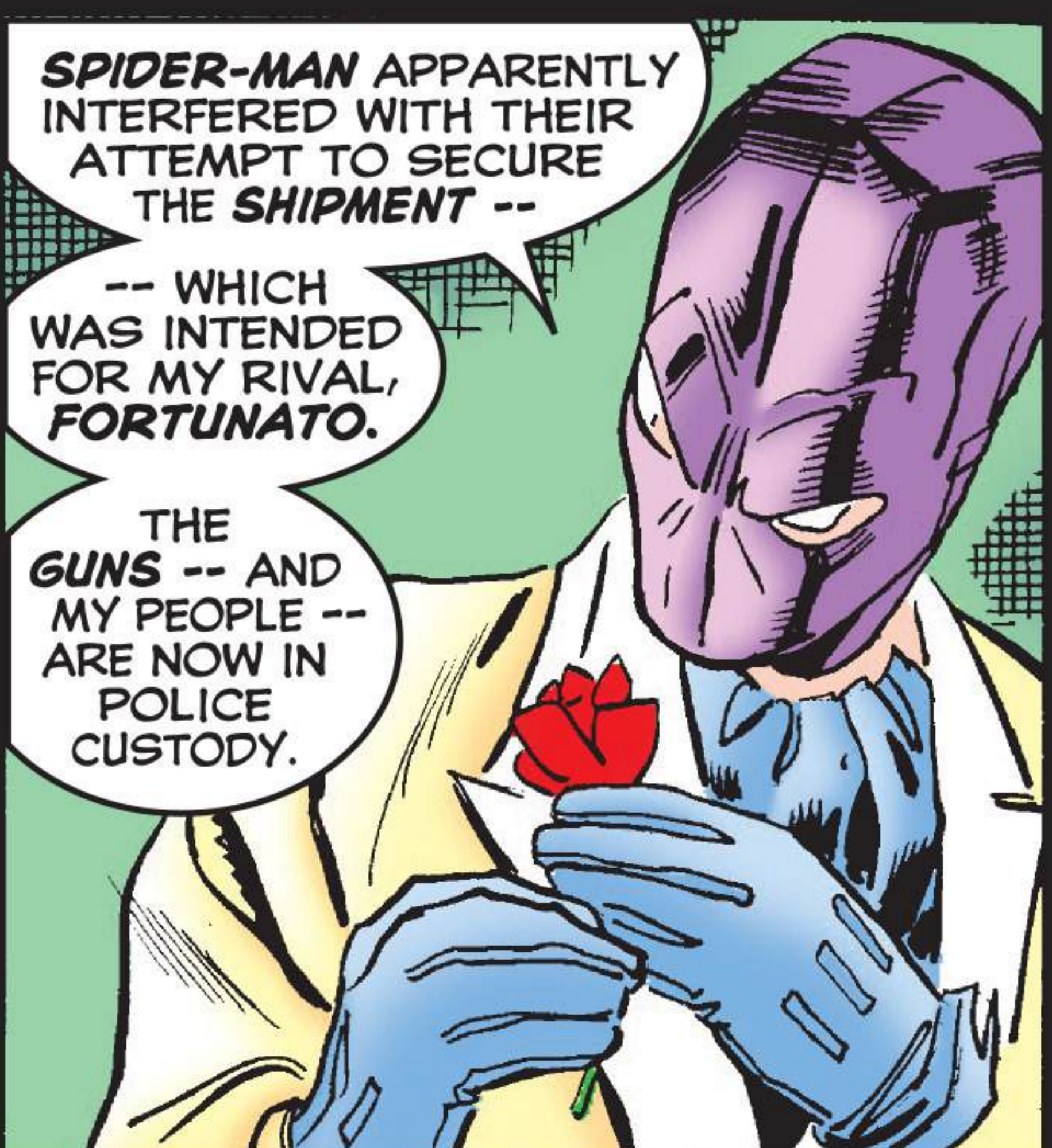
ELSEWHERE,
AT THAT VERY
MOMENT...





THOUGH OFFICIALLY CALLED THE "MUSEUM MILE," THE SECTION OF FIFTH AVENUE WHICH BORDERS THE SOUTHEAST CORNER OF CENTRAL PARK IS ALSO KNOWN AS "MILLIONAIRES' ROW"...

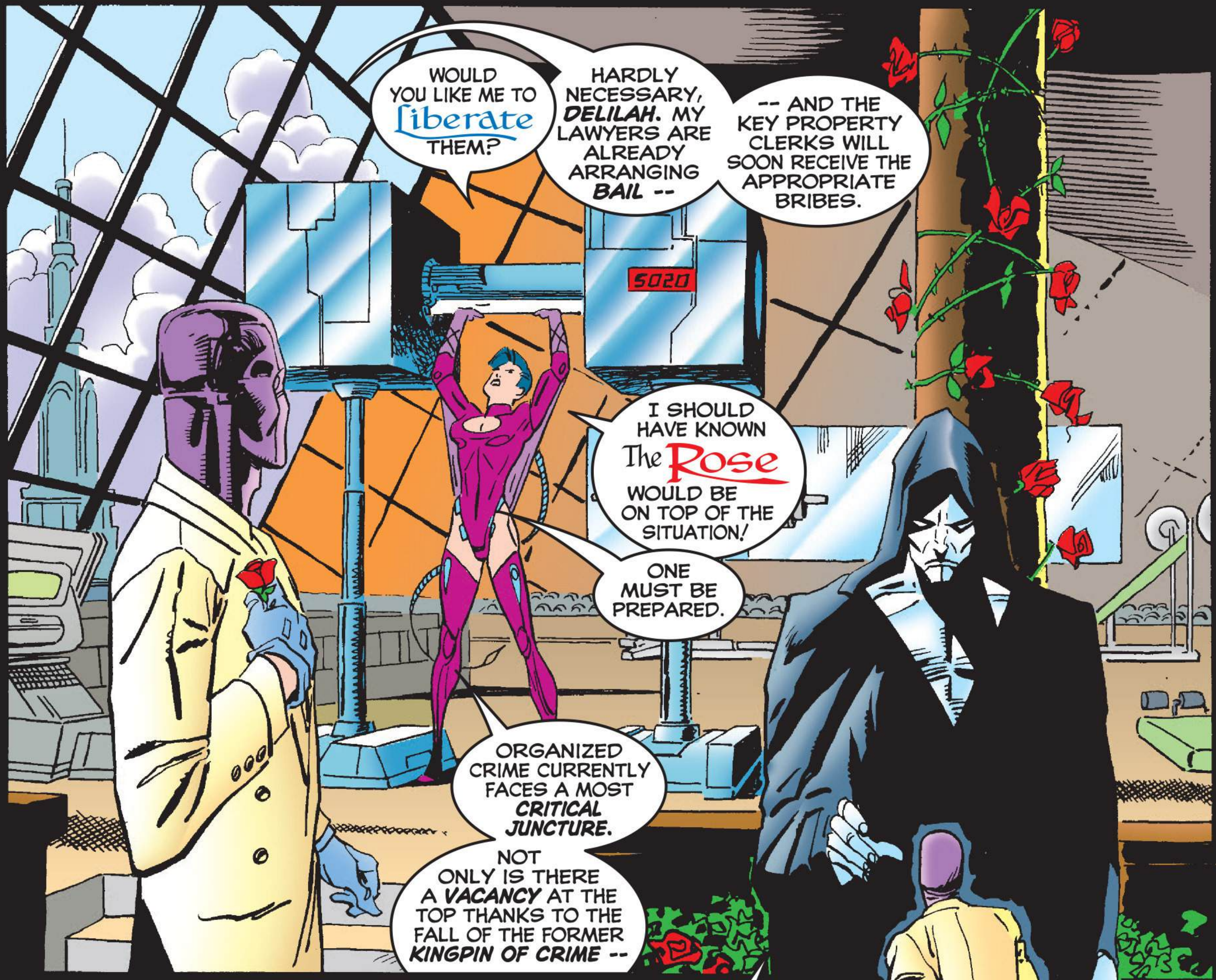
I RECEIVED SOME RATHER DISTRESSING **NEWS** FROM MY ASSOCIATES.



SPIDER-MAN APPARENTLY INTERFERED WITH THEIR ATTEMPT TO SECURE THE **SHIPMENT** --

-- WHICH WAS INTENDED FOR MY RIVAL, **FORTUNATO**.

THE **GUNS** -- AND MY PEOPLE -- ARE NOW IN POLICE CUSTODY.



WOULD YOU LIKE ME TO **liberate** THEM?

HARDLY NECESSARY, **DELILAH**. MY LAWYERS ARE ALREADY ARRANGING **BAIL** --

-- AND THE KEY PROPERTY CLERKS WILL SOON RECEIVE THE APPROPRIATE BRIBES.

I SHOULD HAVE KNOWN The **Rose** WOULD BE ON TOP OF THE SITUATION!

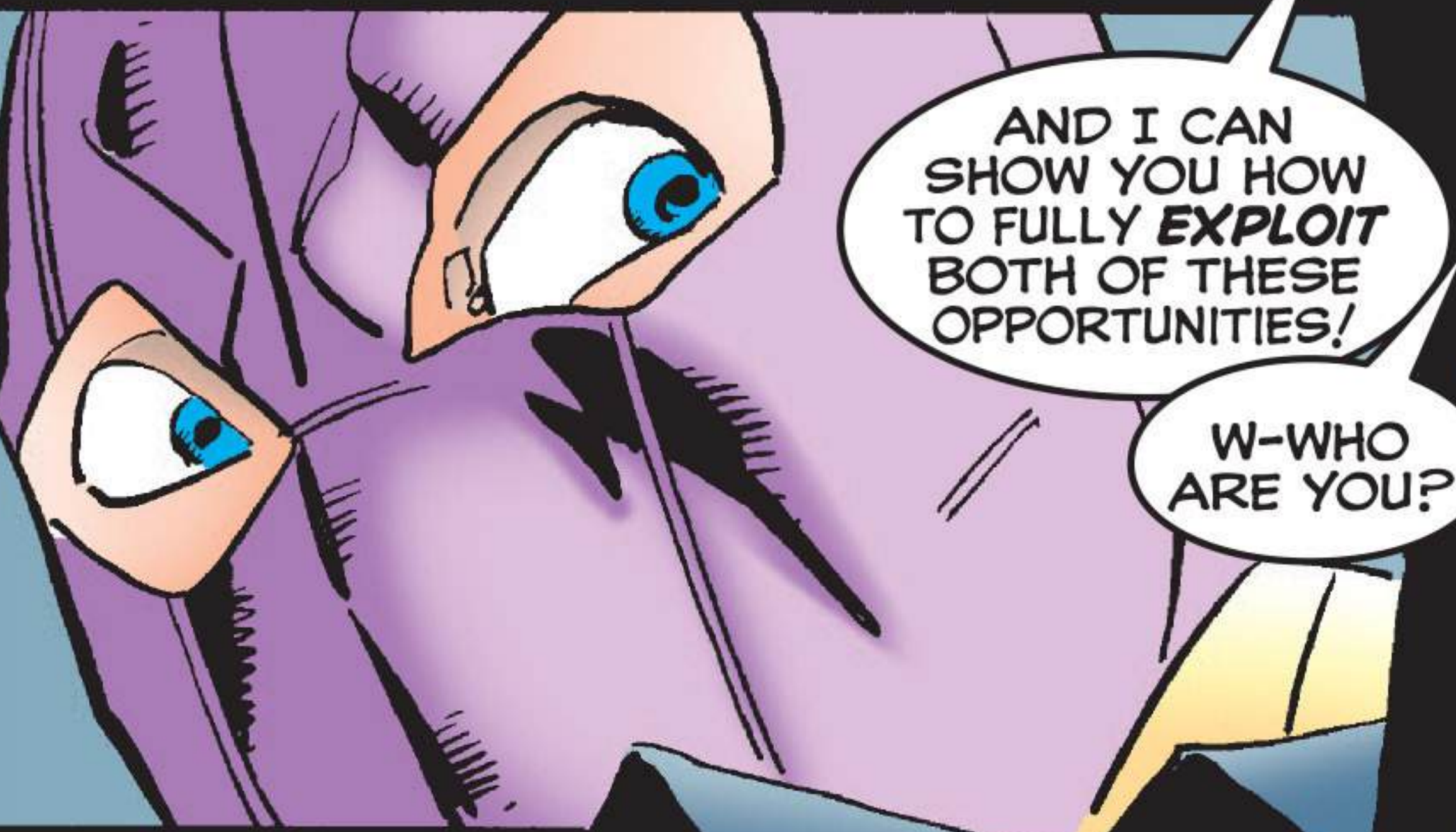
ONE MUST BE PREPARED.

ORGANIZED CRIME CURRENTLY FACES A MOST **CRITICAL JUNCTURE**.

NOT ONLY IS THERE A **VACANCY** AT THE TOP THANKS TO THE FALL OF THE FORMER **KINGPIN OF CRIME** --



-- BUT THIS CITY RECENTLY **LOST** ITS MOST POWERFUL PROTECTORS!



AND I CAN SHOW YOU HOW TO FULLY **EXPLOIT** BOTH OF THESE OPPORTUNITIES!

W-WHO ARE YOU?



OTHER MEN CALL ME **SCRIER** --

-- BUT YOU MAY ADDRESS ME AS YOUR FUTURE **PARTNER!**

MEANWHILE, IN A FAR LESS AFFLUENT PART OF TOWN...

A CERTAIN FAMILIAR WEB-SPINNER COMMUTES HOME IN HIS OWN UNIQUE MANNER.

BEN REILLY HAS BEEN ON THE GO OR ALMOST THIRTY-SIX HOURS.

HE'S ON THE VERGE OF EXHAUSTION --

-- DESIRING NOTHING MORE THAN A HOT SHOWER AND A LONG SNOOZE!

BUT, EVEN AS HE NEARS HIS APARTMENT...

UH-OH! MY SPIDER-SENSE IS SUDDENLY WARNING ME TO PROCEED WITH CAUTION!

I WONDER WHAT'S UP?

I SHOULD HAVE GUESSED --!

JIMMY SIX IS CATCHING HIS AFTERNOON SOAPS!

THIS IS JUST GREAT! MY CIVVIES ARE INSIDE... WHERE I CAN'T REACH 'EM!

I KNOW I OWE THE BIG LUG FOR SAVING MY LIFE --

-- BUT I NEVER EXPECTED HIM TO MOVE IN WITH ME!

AS SHOWN IN SPIDER-MAN #70 - Ralf.

OOOKAY! AN UNWANTED ROOMMATE MAY SEEM LIKE A PETTY ANNOYANCE --

-- COMPARED TO THE DAYS WHEN PETE AND I WERE SORTING OUT WHICH OF US WAS THE ORIGINAL PARKER --

-- AND WHO WAS THE CLONE --

-- BUT WE SPIDER-MEN GET REAL TESTY WHEN WE'RE DENIED OUR BEAUTY REST!

AND SPEAKING OF
PETER PARKER...

YTID
MOOR

A GIRL!
MARY JANE
AND I ARE ABOUT
TO BECOME THE
PROUD PARENTS
OF A BABY
GIRL!

I...
I AM SO
HAPPY... BUT
I... CAN'T STOP
WORRYING!

WHAT *KIND*
OF WORLD WILL MY
LITTLE GIRL HAVE
TO FACE?

WILL
THINGS EVER
LIGHTEN UP,
OR WILL THEY
CONTINUE GROWING
DARKER AND --
HEYYY!

THEY RECENTLY HEARD THE
HAPPY NEWS IN **SENSATIONAL
SPIDER-MAN #9** - Rugrat Ralf.

WHAT'S GOING
ON, GLORY?

WHY DOES
EVERYONE
LOOK SO
DEPRESSED?

Y-YOU
HAVEN'T
HEARD --?!

THE DAILY
BUGLE IS
**DOWN-
SIZING!**

WHAT?!

THEY'RE LAYING
OFF NEARLY A
HUNDRED
PEOPLE!

**KATE
CUSHING** AND
MOST OF OUR
PAID **INTERNS**
ARE ALREADY
GONE.

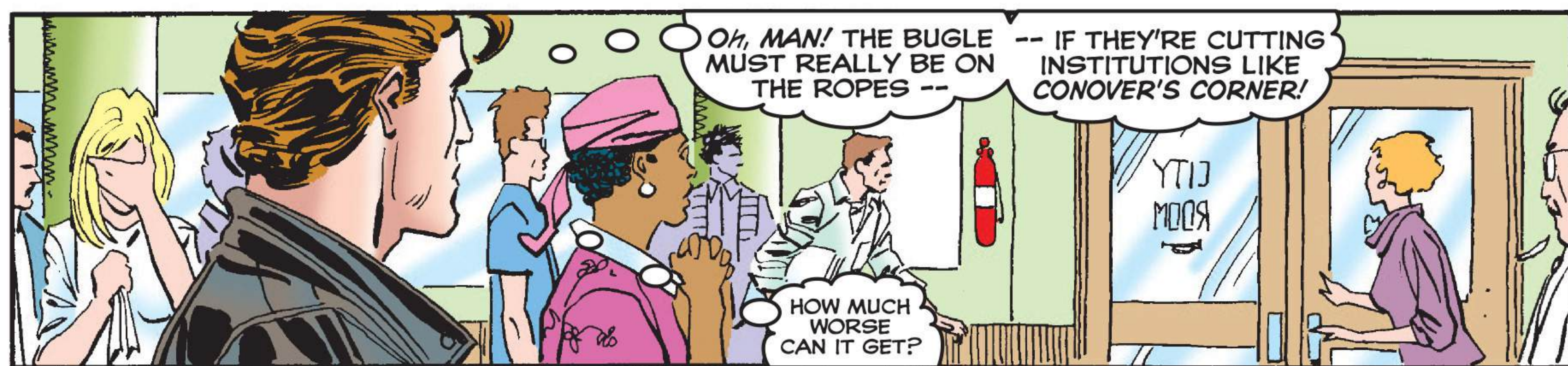
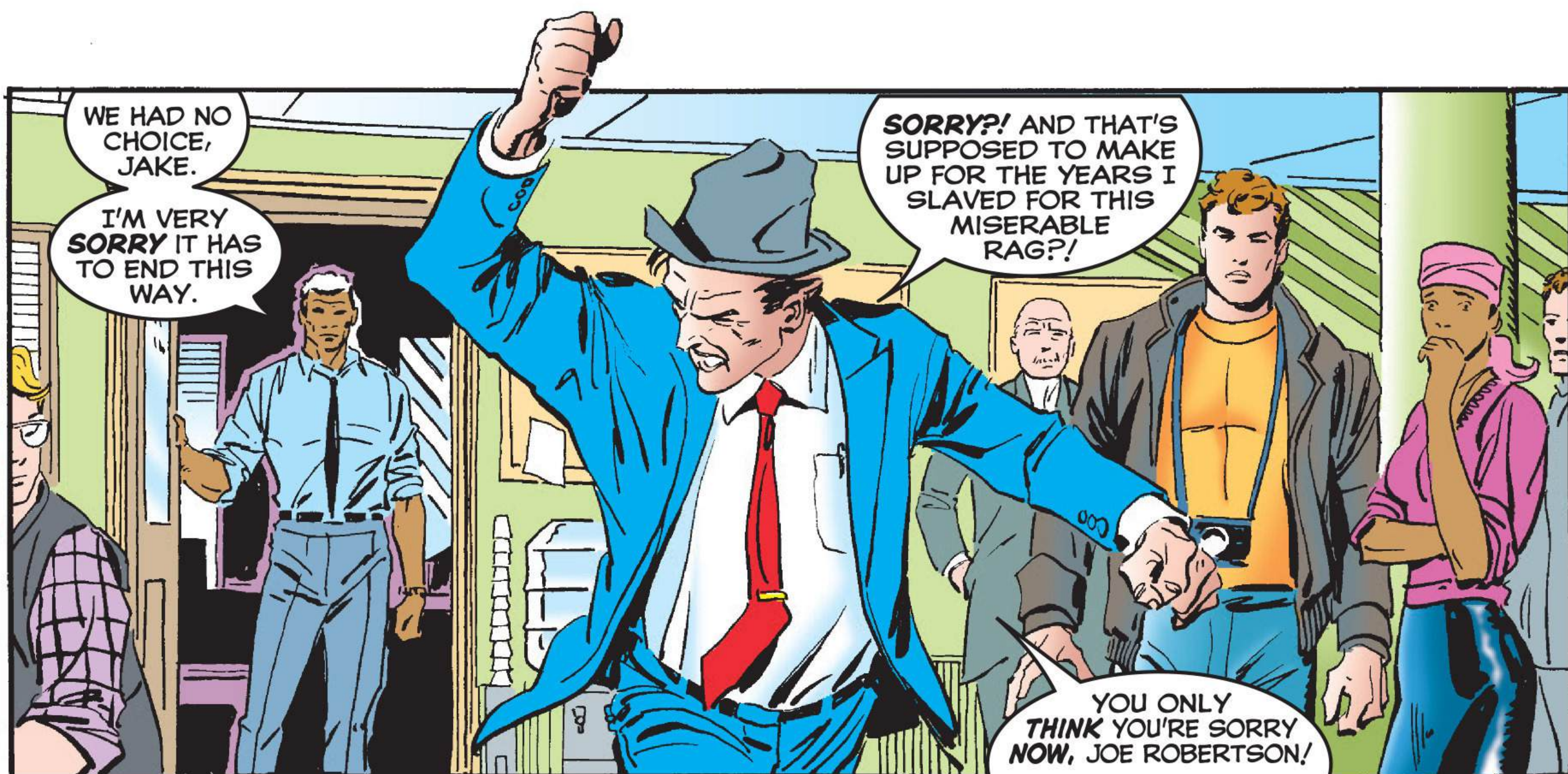
I HEAR
ONE POOR KID
FAINTED WHEN HE
WAS TERMINATED!

SOUNDS
LIKE ANOTHER
CASUALTY!

ME?!

YOU'RE
LETTING
ME GO?

HAVE
YOU AND
JAMESON
GONE
CRAZY?!





HOW
DID YOUR
MEETING GO
WITH **THE
ROSE**?

AS WELL AS CAN
BE EXPECTED...

... FOR
AN INITIAL
CONTACT.

ON THE
SURFACE, HE
APPEARS TO BE A
MIDDLE MANAGEMENT
CRIMELORD WITH
DELUSIONS OF
GRANDEUR.

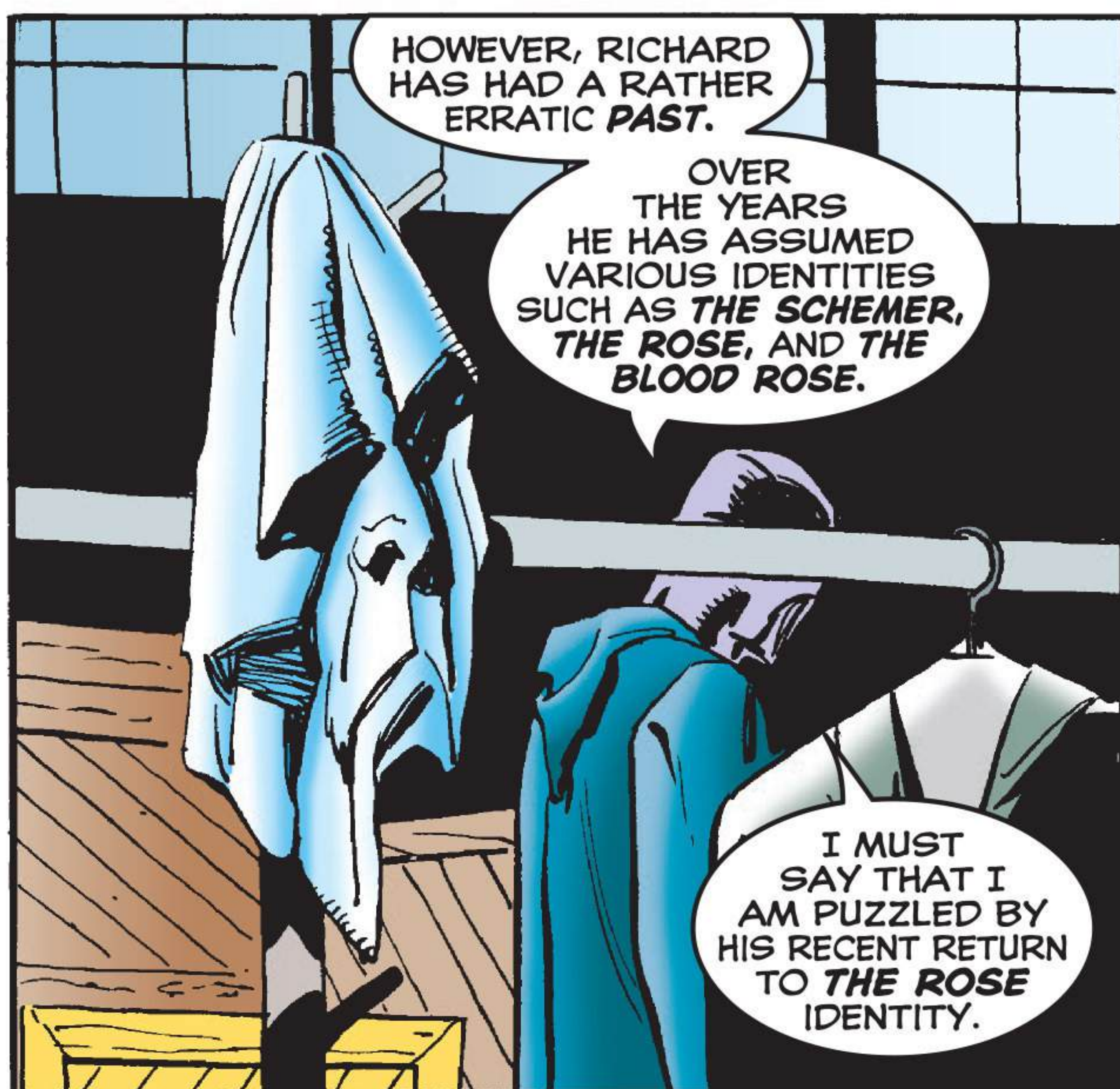
BUT, AS
WE BOTH
KNOW --

-- APPEARANCES ARE
OFTEN CAREFULLY
CRAFTED
ILLUSIONS!

OUR
RESEARCH
INDICATES THAT
THE ROSE IS
ACTUALLY
**RICHARD
FISK** --

-- THE SON
OF **WILSON FISK**,
THE RECENTLY
FALLEN **KINGPIN
OF CRIME!**

IT SEEMS
THE SON WISHES
TO FILL THE **VOID**
LEFT BY HIS FATHER.



HOWEVER, RICHARD
HAS HAD A RATHER
ERRATIC **PAST**.

OVER
THE YEARS
HE HAS ASSUMED
VARIOUS IDENTITIES
SUCH AS **THE SCHEMER**,
THE ROSE, AND **THE
BLOOD ROSE**.

I MUST
SAY THAT I
AM PUZZLED BY
HIS RECENT RETURN
TO **THE ROSE**
IDENTITY.



WHO
CARES **WHAT**
HE CALLS
HIMSELF?

YOUR
ONLY JOB
IS TO **HOOK**
THE PATSY!

I AM
AWARE OF MY
ASSIGNMENT,
GAUNT.



IT *ISN'T* THE END OF THE WORLD, PETER...

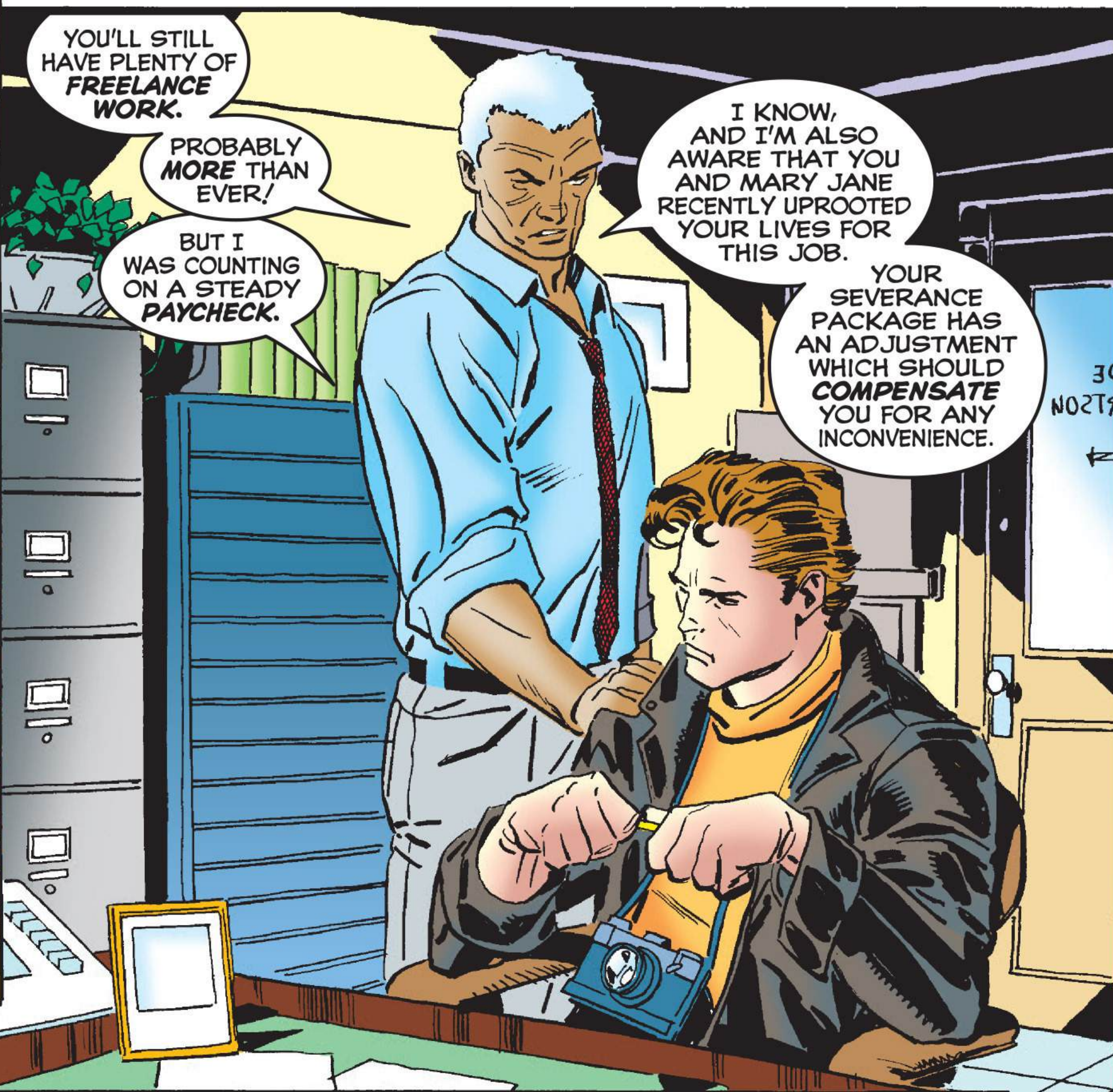
YOU'LL STILL HAVE PLENTY OF **FREELANCE** WORK.

PROBABLY **MORE** THAN EVER!

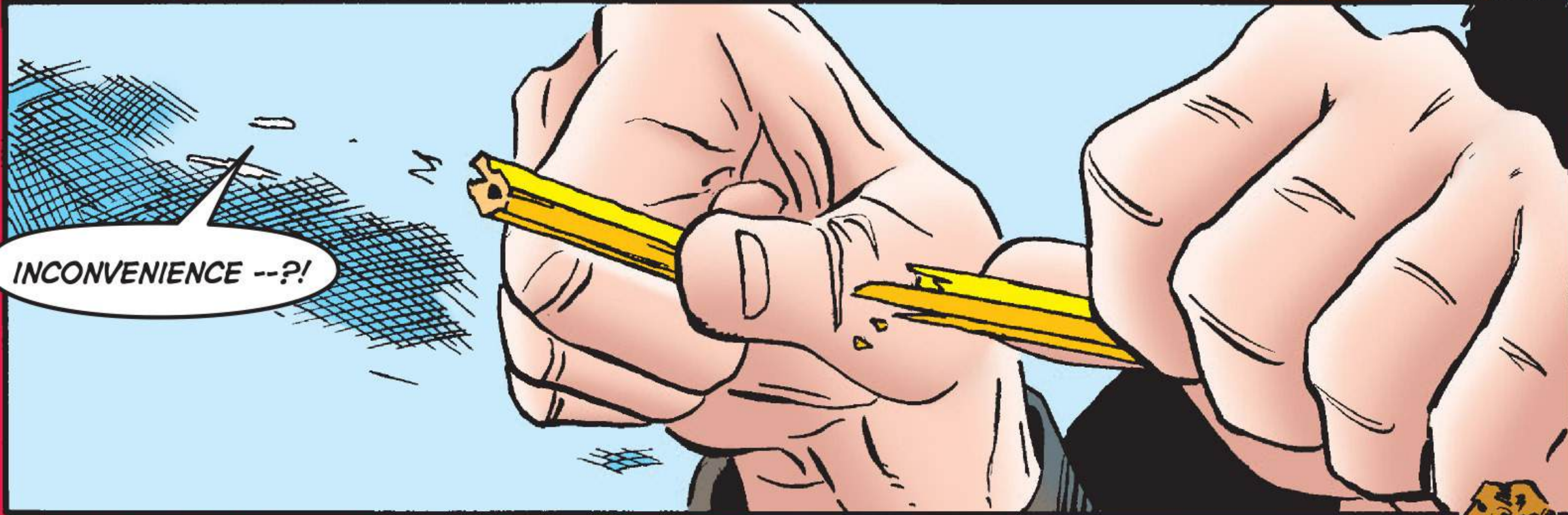
BUT I WAS COUNTING ON A STEADY **PAYCHECK**.

I KNOW, AND I'M ALSO AWARE THAT YOU AND MARY JANE RECENTLY UPROOTED YOUR LIVES FOR THIS JOB.

YOUR SEVERANCE PACKAGE HAS AN ADJUSTMENT WHICH SHOULD **COMPENSATE** YOU FOR ANY INCONVENIENCE.



INCONVENIENCE --?!



WHAT ABOUT MY MEDICAL BENEFITS?

FULL FAMILY COVERAGE FOR A YEAR.

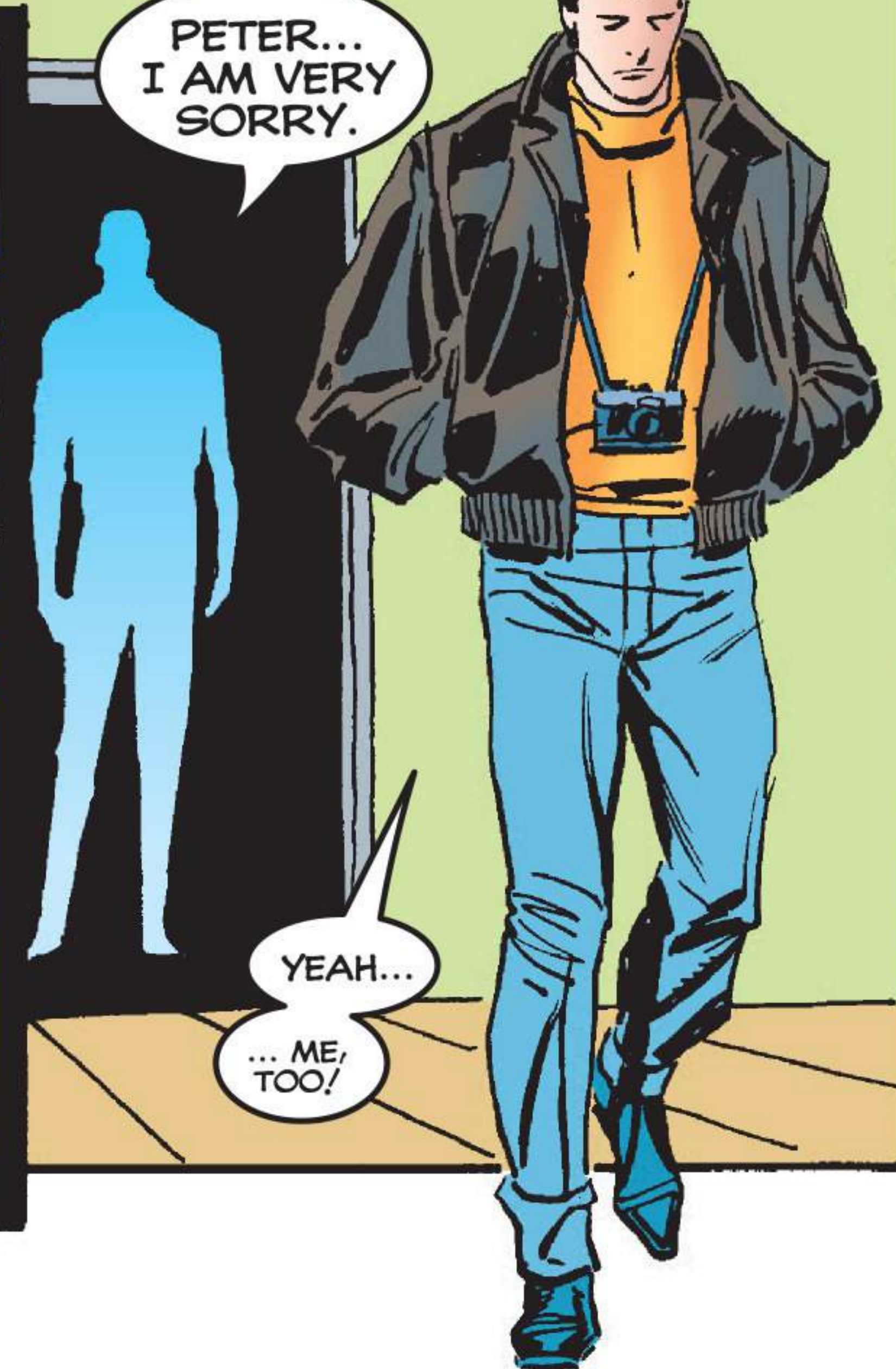
THAT'S VERY GENEROUS.

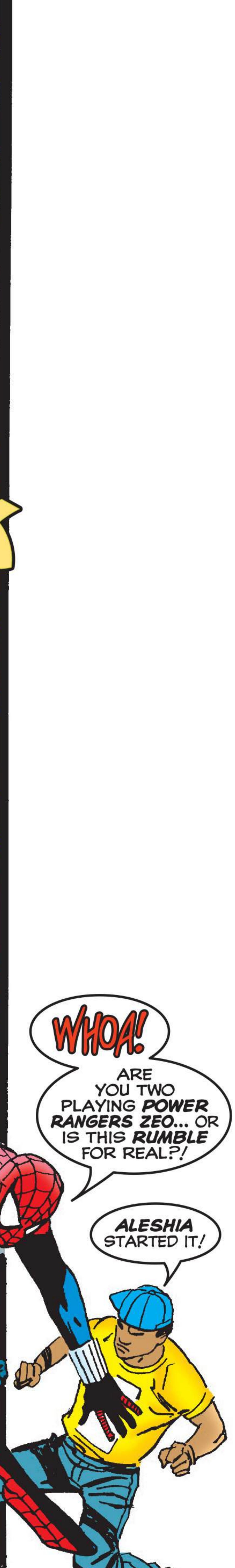
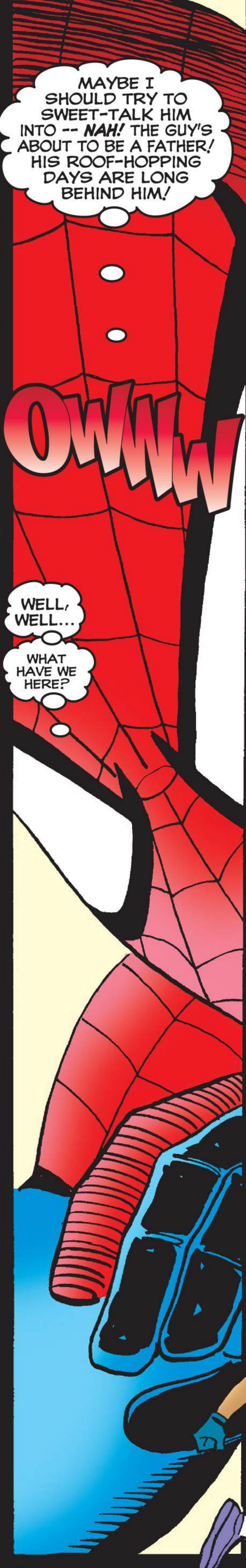
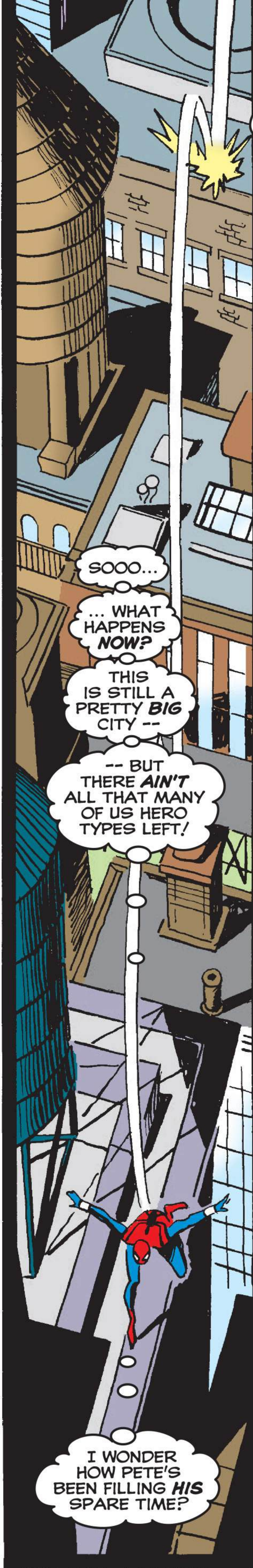
THANK JONAH.

HE FELT IT WAS THE LEAST WE COULD DO.

PETER... I AM VERY SORRY.

YEAH...
... ME, TOO!





MAYBE I SHOULD TRY TO SWEET-TALK HIM INTO -- **NAH!** THE GUY'S ABOUT TO BE A FATHER! HIS ROOF-HOPPING DAYS ARE LONG BEHIND HIM!

TAKE IT **BACK,** KADRIL!

APOLOGIZE FOR WHAT YOU SAID!

OWWW

SAWAK

SOOO...

... WHAT HAPPENS NOW?

THIS IS STILL A PRETTY **BIG** CITY --

-- BUT THERE **AIN'T** ALL THAT MANY OF US HERO TYPES LEFT!

WELL, WELL...

WHAT HAVE WE HERE?

T-THEY'RE **FREAKS** AND **MURDERERS,** ALESHIA --

-- AND ONLY A TOTAL **PERV** WOULD DEFEND 'EM!

WHOA!

ARE YOU TWO PLAYING **POWER RANGERS ZEO...** OR IS THIS **RUMBLE** FOR REAL?!

ALESHIA STARTED IT!

I WONDER HOW PETE'S BEEN FILLING **HIS** SPARE TIME?





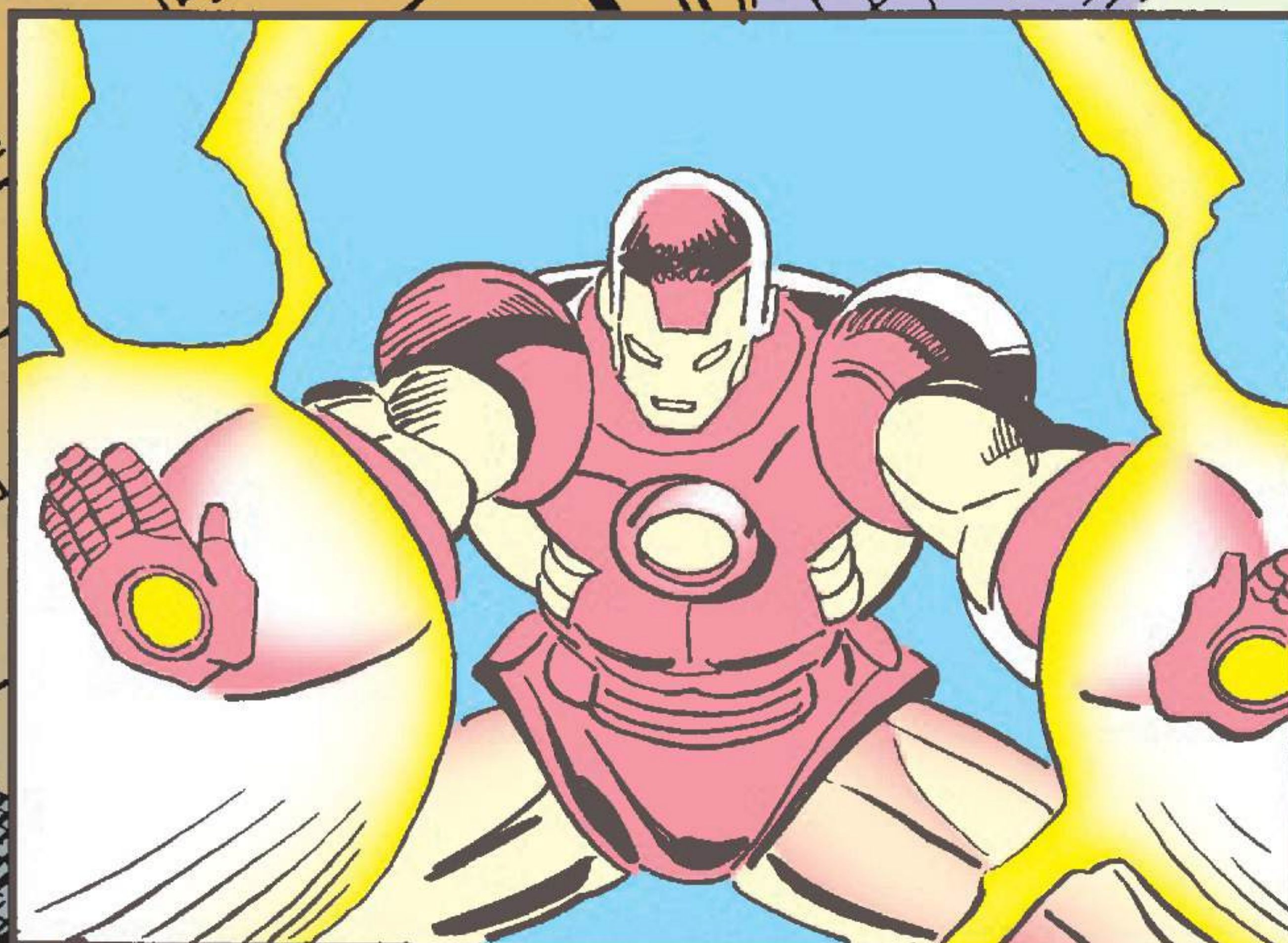
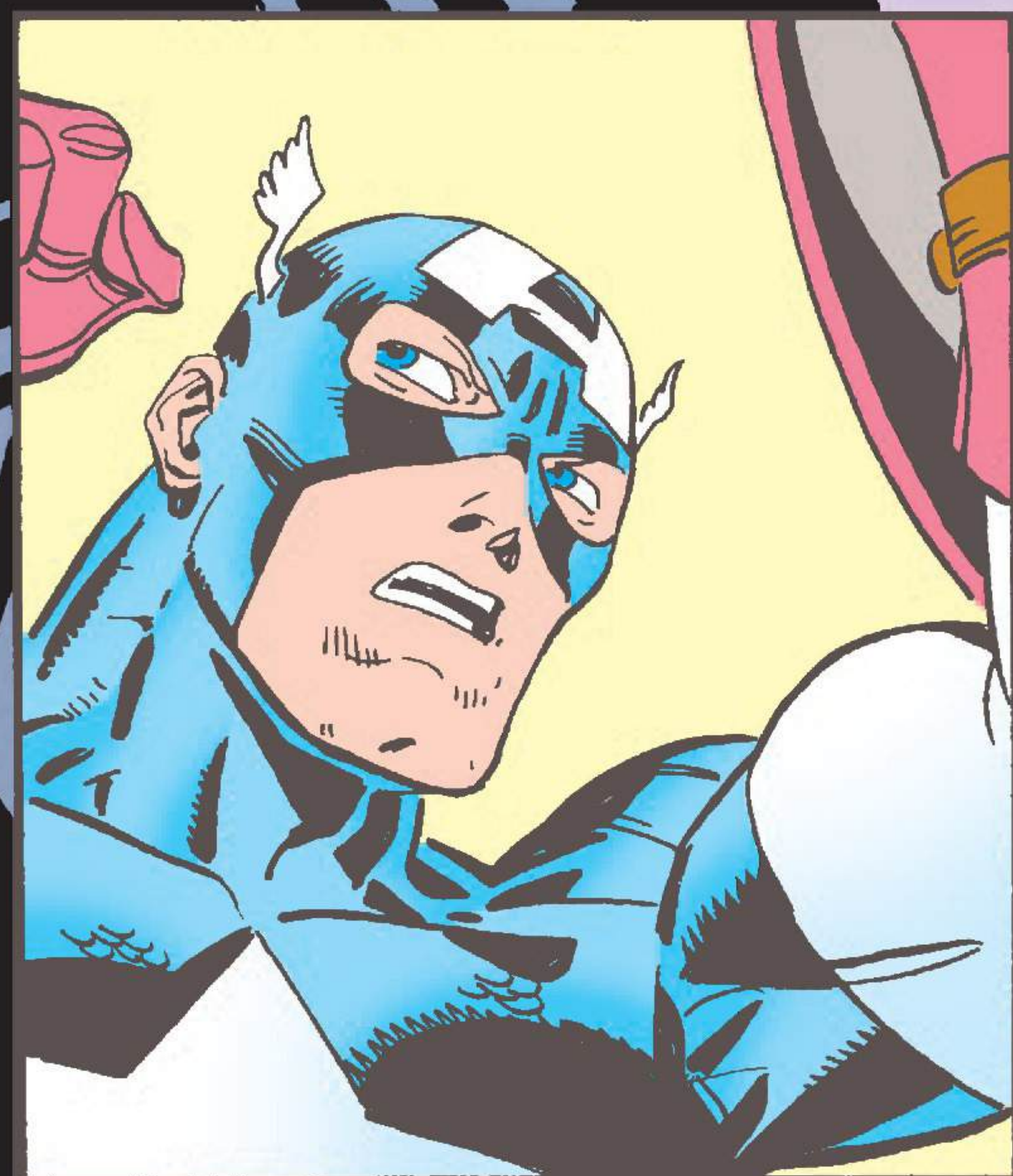
I KNOW YOU'RE BOTH **UPSET AND ANGRY.**

SO ARE MANY OTHERS!

THIS WORLD RECENTLY LOST SOME ITS MIGHTIEST AND GREATEST **DEFENDERS!**

THEY WERE **COURAGEOUS, NOBLE AND SELF-SACRIFICING!**

TRUE **HEROES** IN EVERY SENSE OF THE WORD!

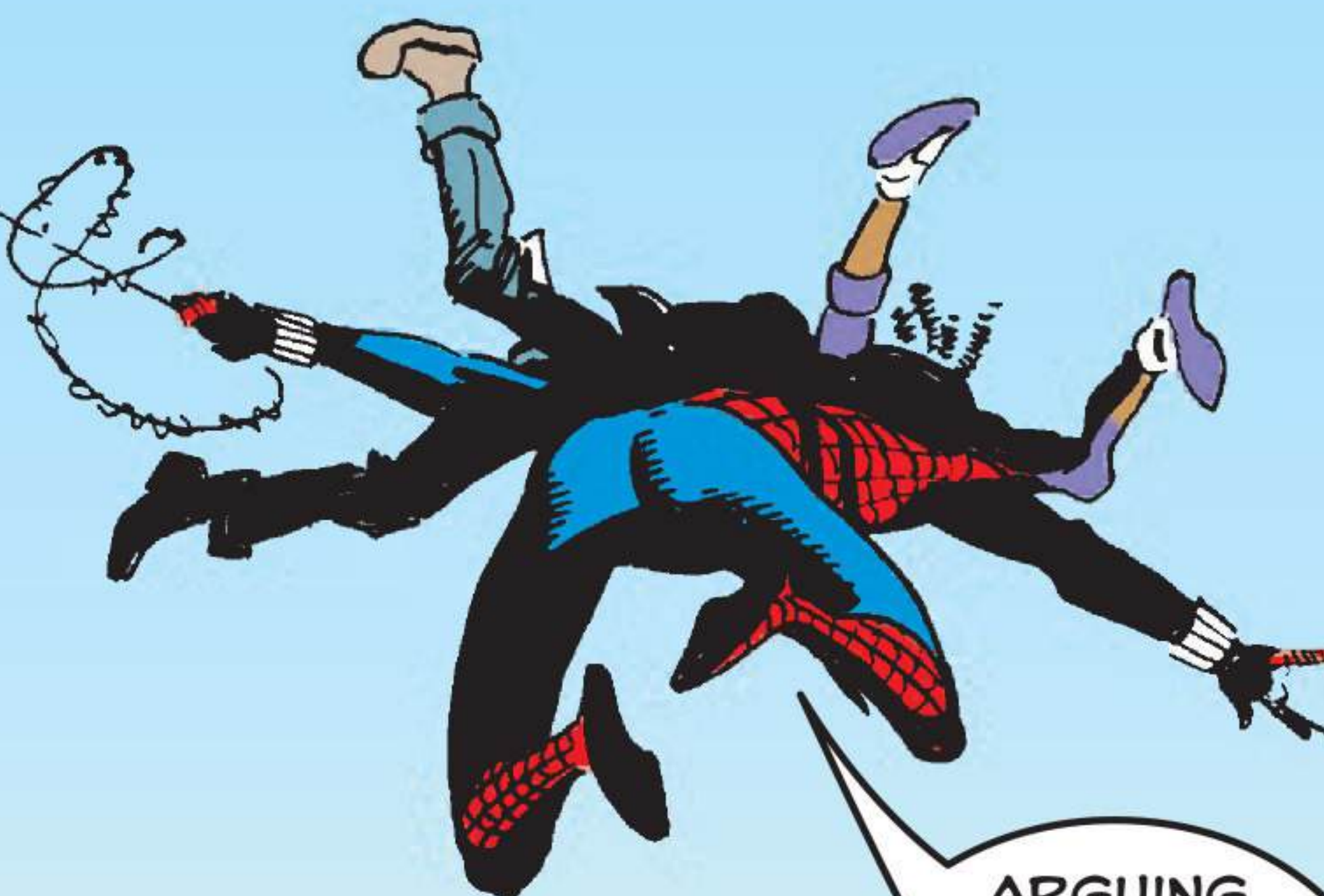


WHILE THEY MAY HAVE HAD THEIR PERSONAL FAULTS AND PRIVATE PROBLEMS, THEY STILL PUT THEIR **LIVES** ON THE LINE... TIME AND TIME AGAIN!

FIGHTING UNBEATABLE FOES!

STRIVING AGAINST IMPOSSIBLE ODDS!

WINNING IN THE FACE OF CERTAIN DEFEAT!



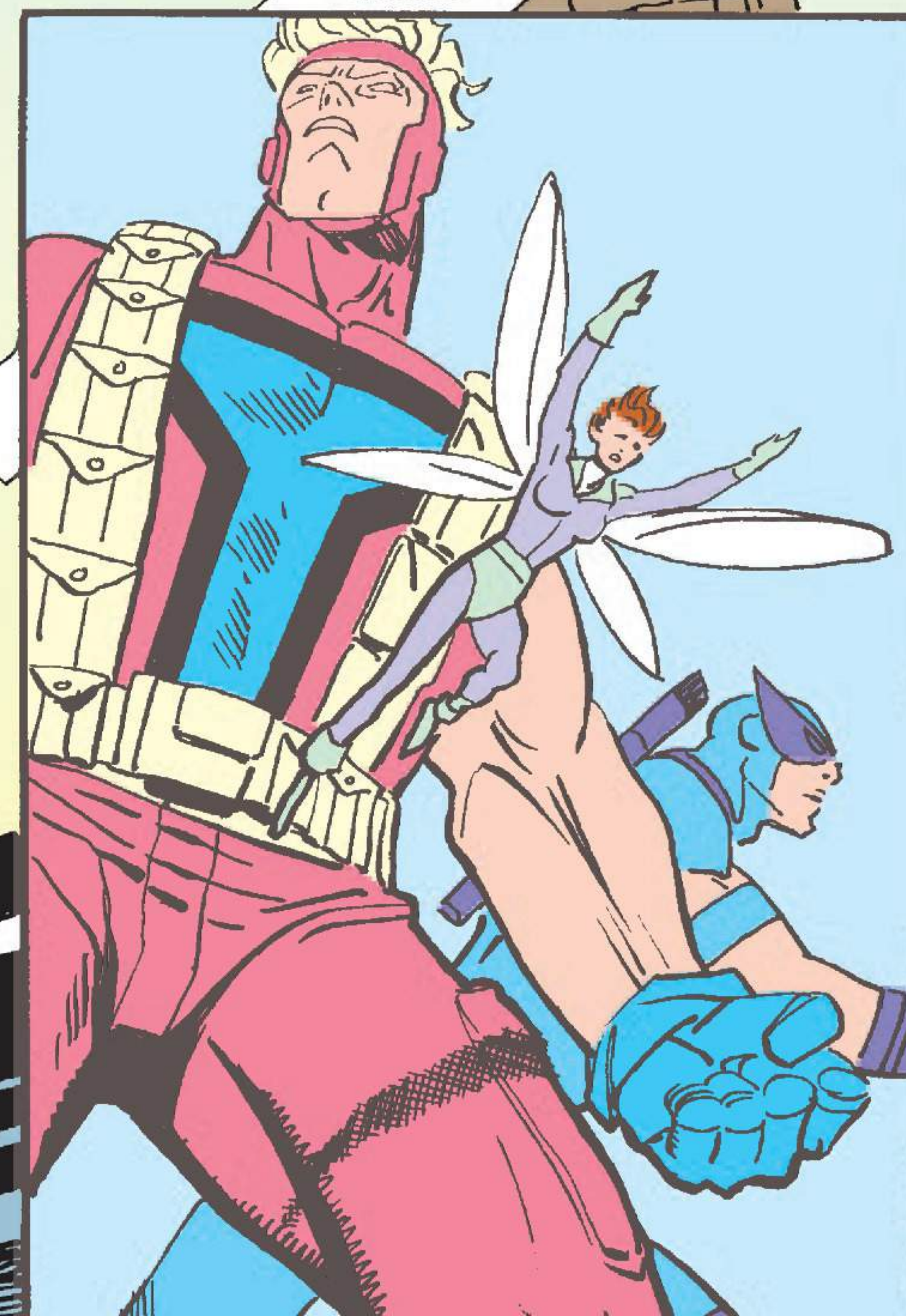
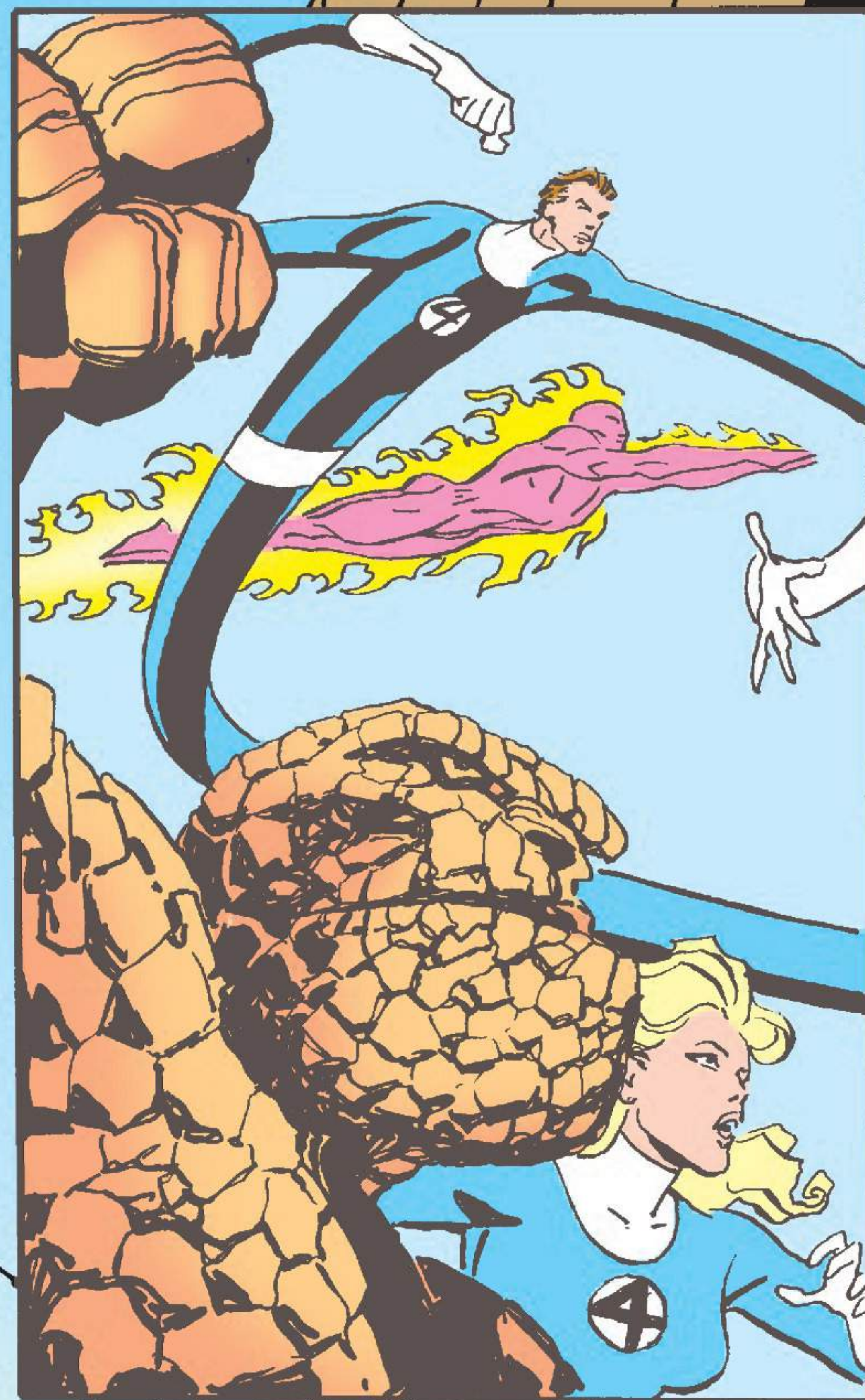
ARGUING ABOUT WHAT HAPPENED, AND TRYING TO ASSIGN BLAME, **WON'T** BRING THEM BACK!

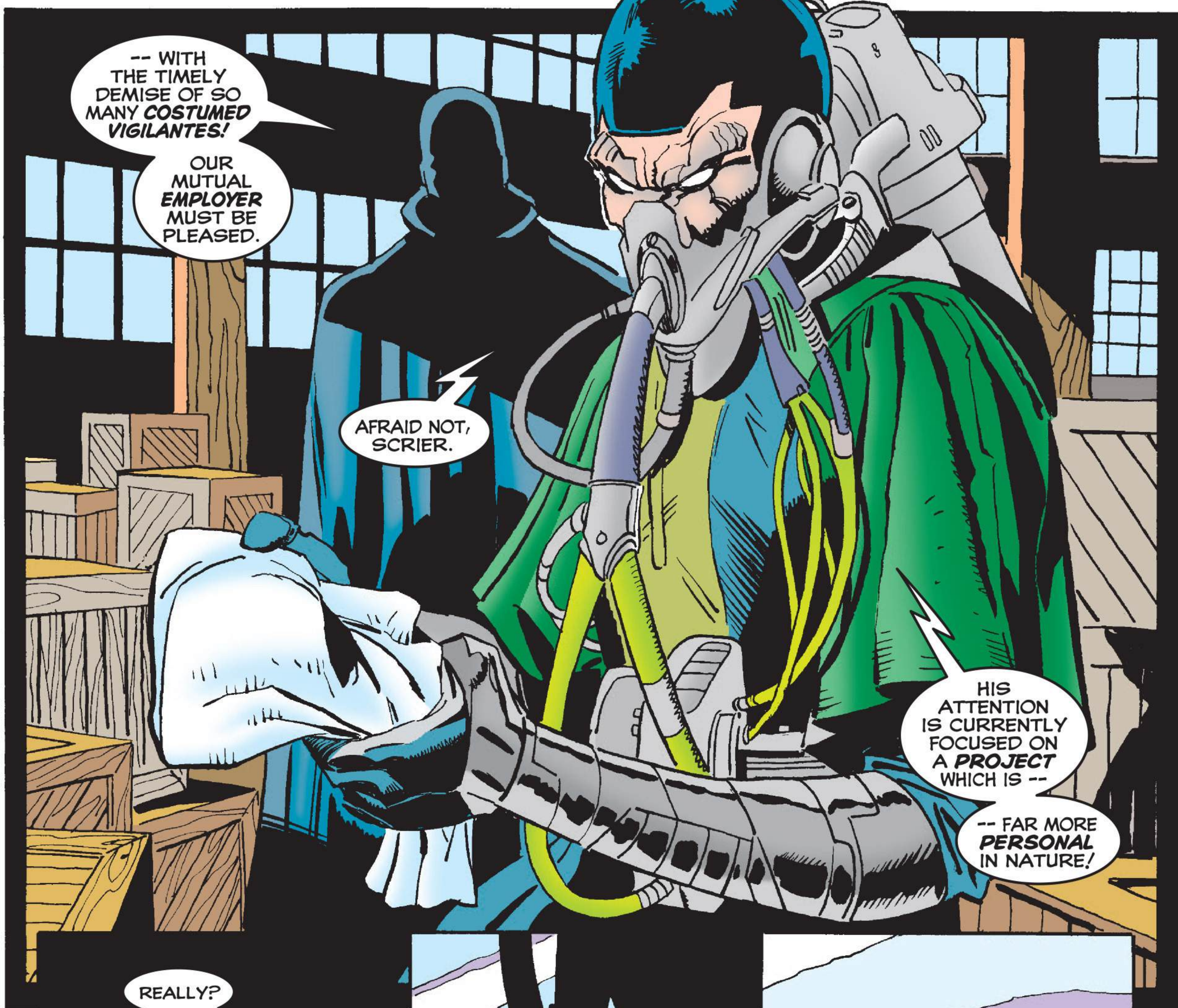
IT ONLY DIMINISHES THEIR **SACRIFICE!**

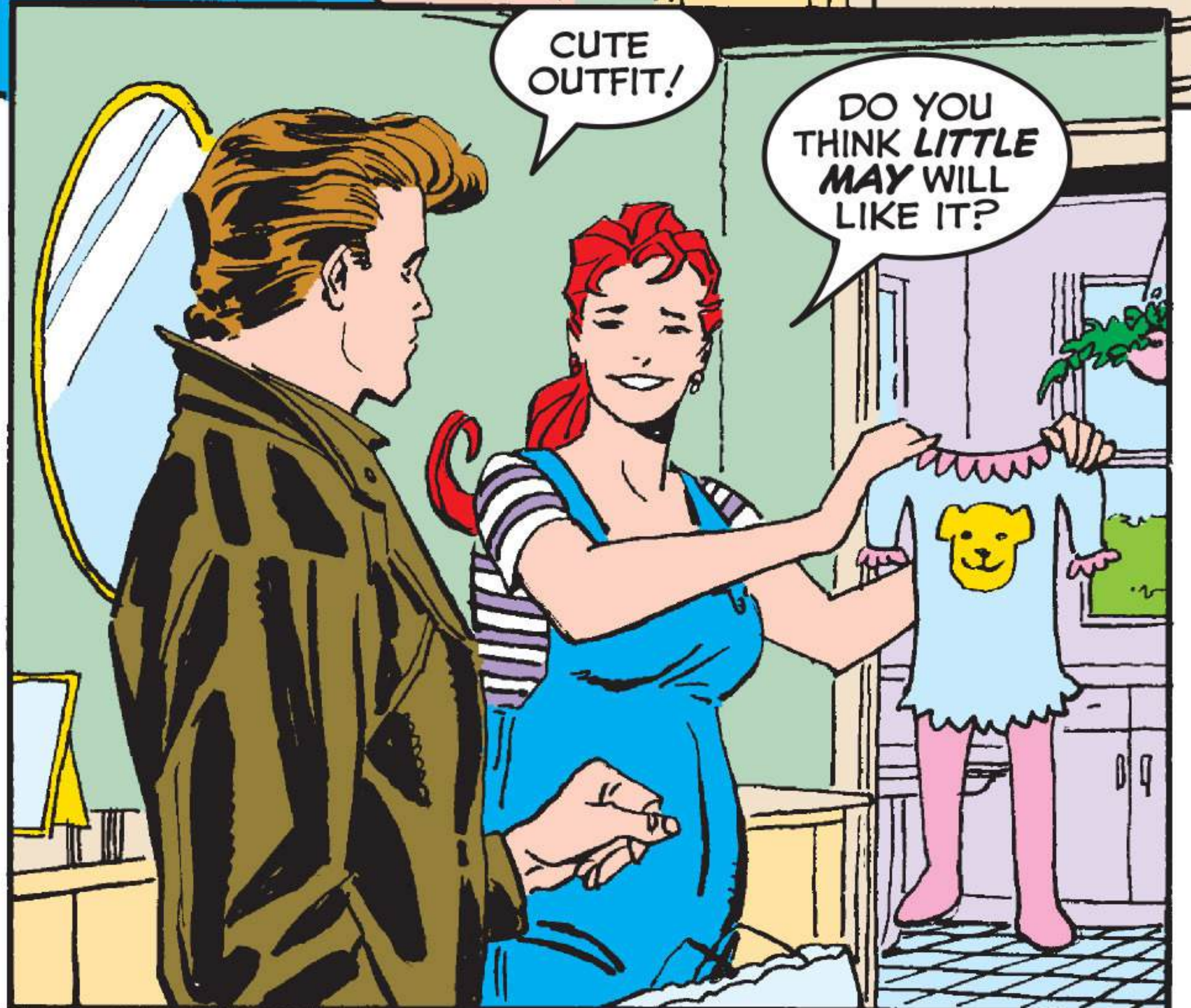
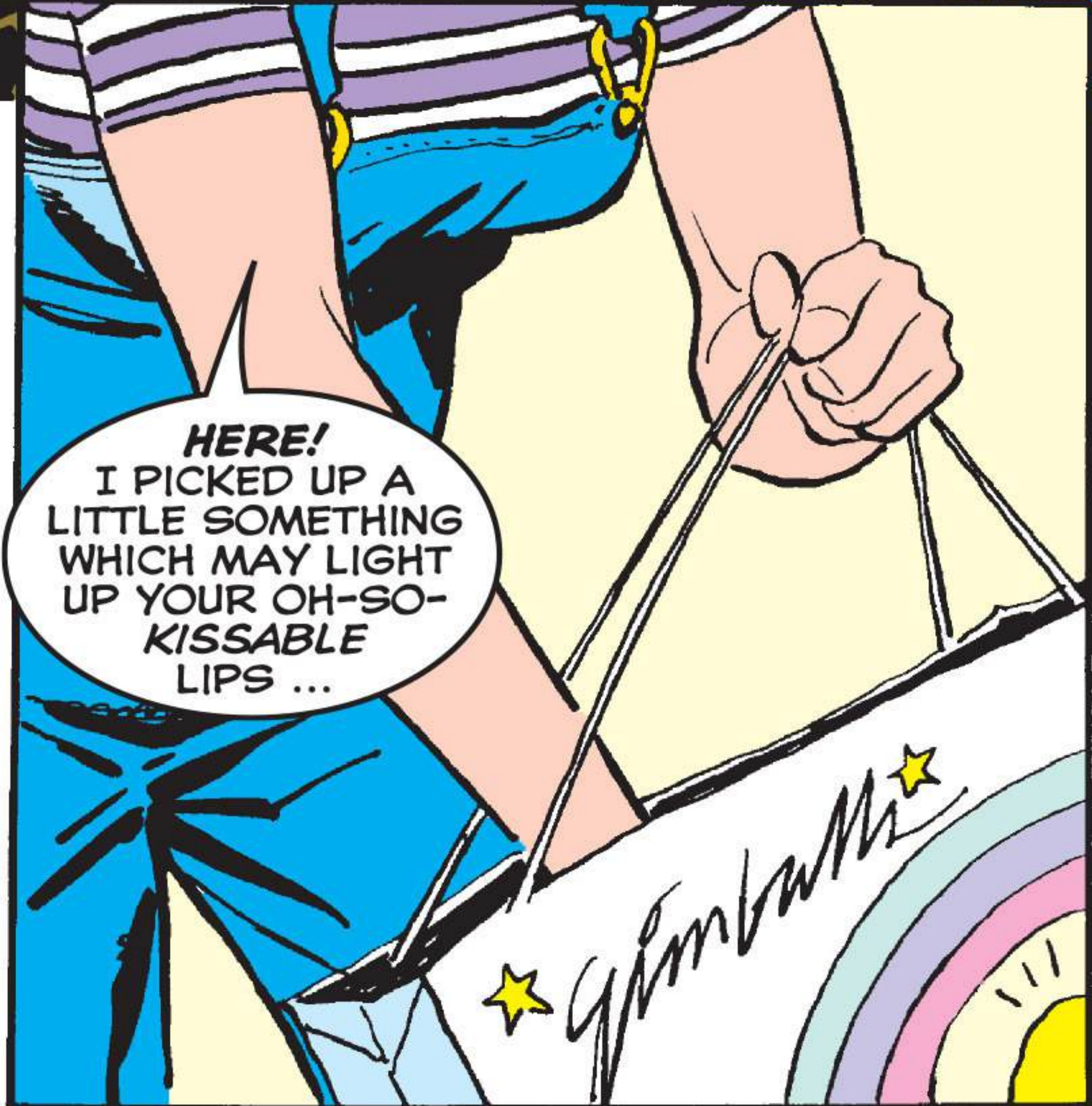
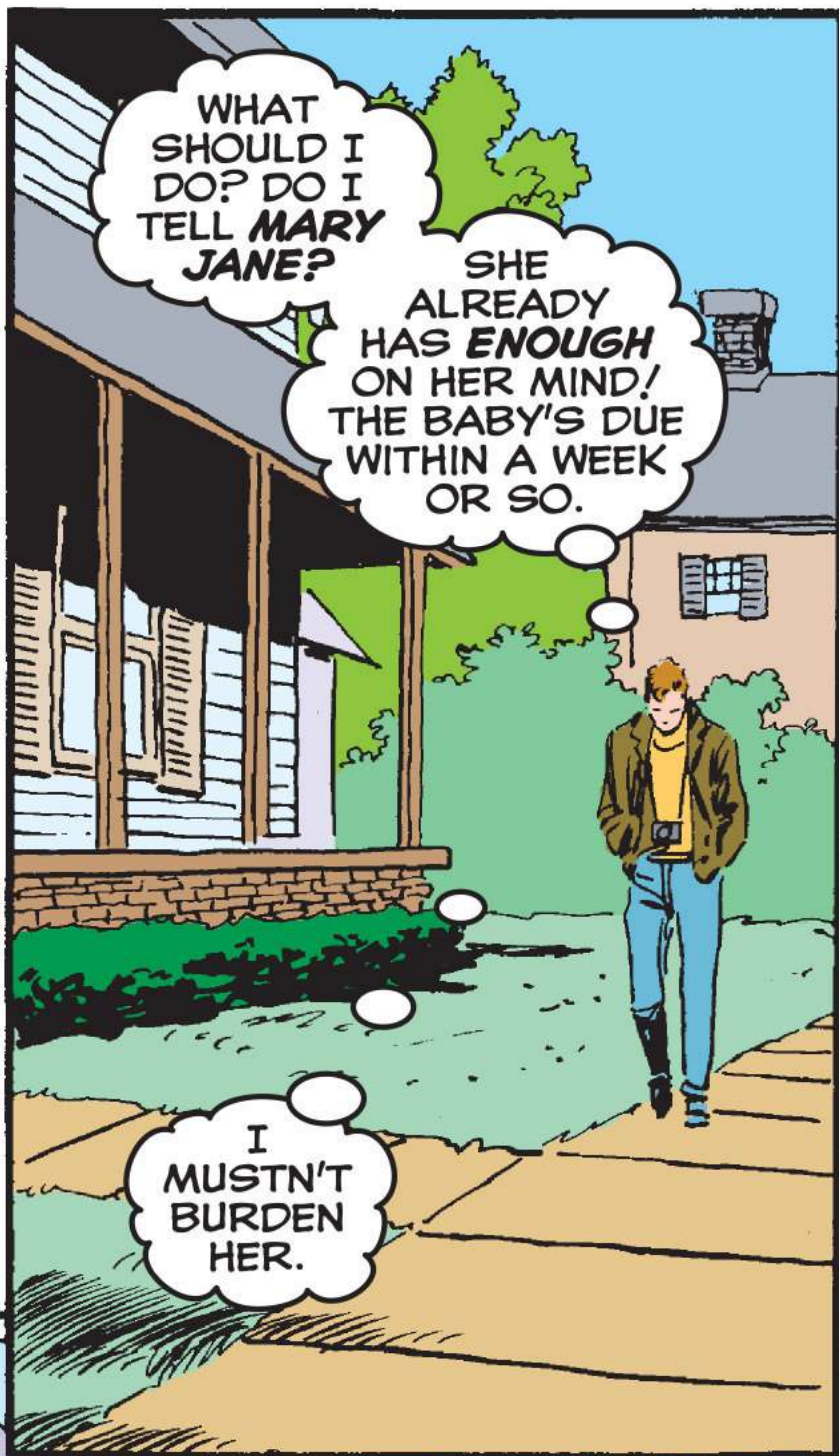
REMEMBER THEM AS THEY **WERE!**

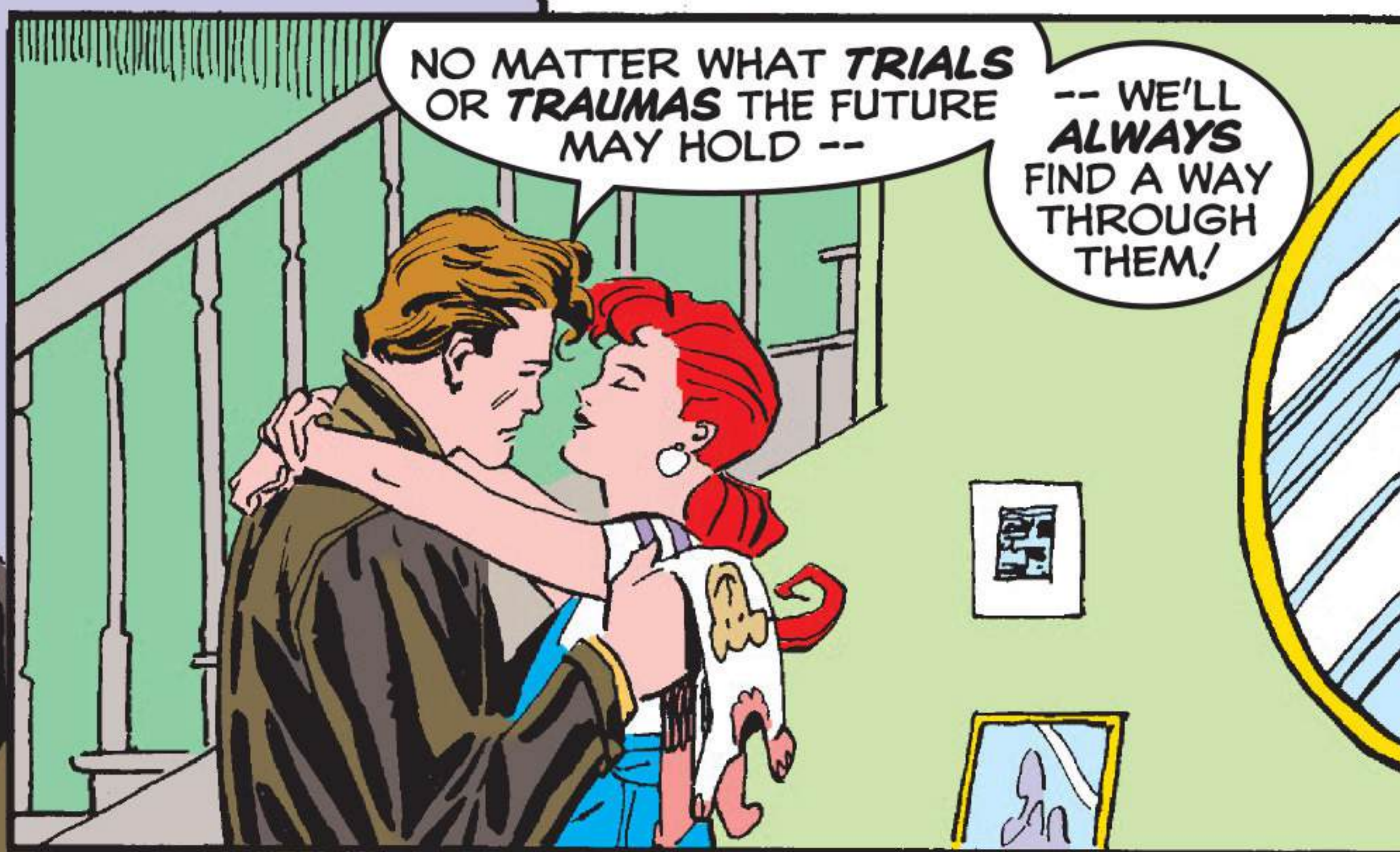
HONOR THEM BY **FOLLOWING** THEIR PRINCIPLES --

-- AND **LIVING** THE BEST LIFE YOU CAN!











I FOLLOWED
SCRIER AS YOU
REQUESTED...



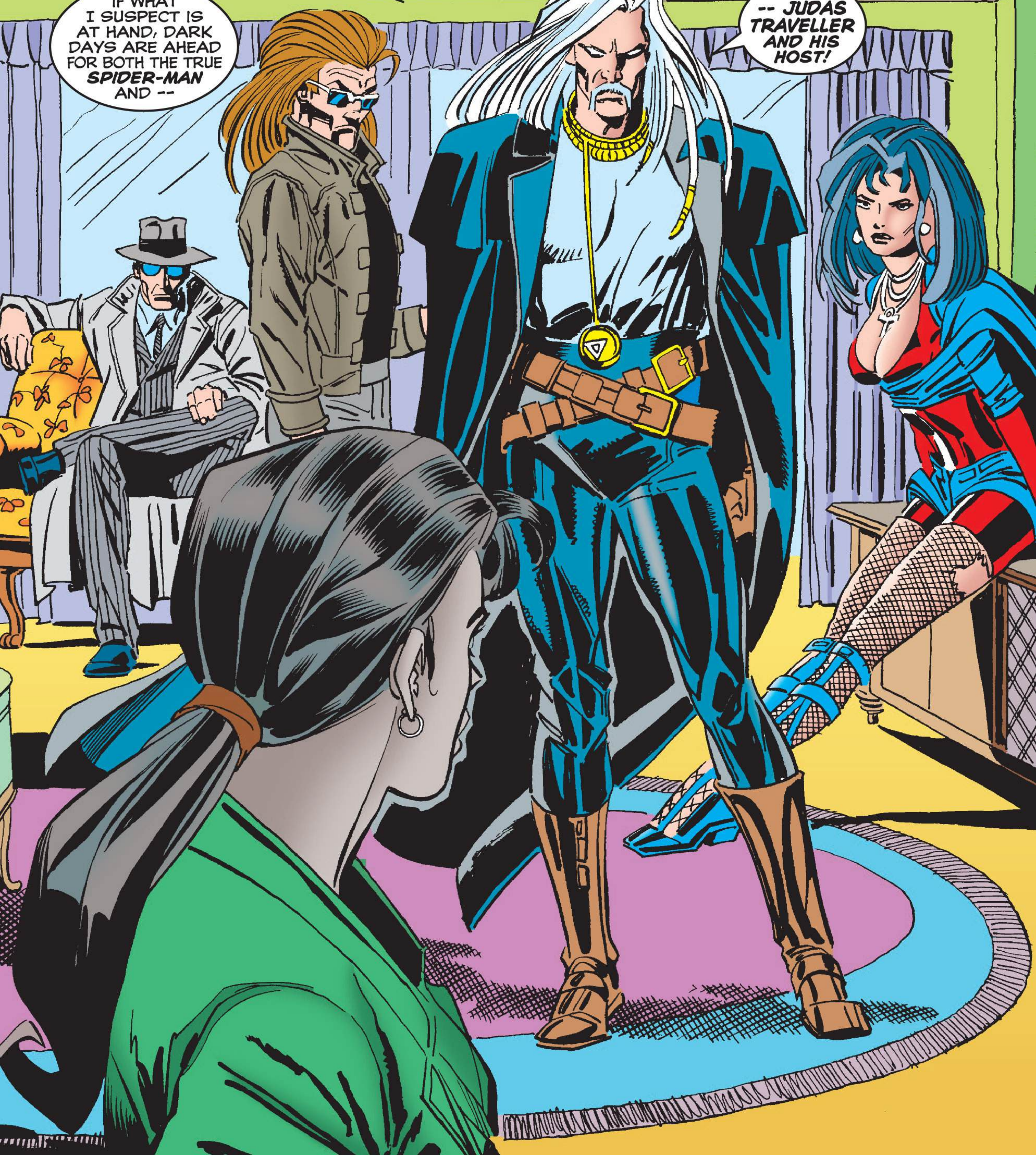
...HE
APPEARS TO
BE IN ALLIANCE
WITH THE ONE WHO
CALLS HIMSELF
GAUNT.

YOU HAVE
DONE **WELL**,
CHAKRA.

I SUSPECTED
SUCH DUPLICITY.

IF WHAT
I SUSPECT IS
AT HAND, DARK
DAYS ARE AHEAD
FOR BOTH THE TRUE
SPIDER-MAN
AND --

-- **JUDAS
TRAVELLER
AND HIS
HOST!**





THERE!
THAT WAS
FUN!

I HOPE
I CAN COUNT
ON YOU TWO
TO KEEP THE
PEACE FROM
NOW ON.

NO MATTER WHAT THEY
SAY ABOUT YOU IN
THE **BUGLE** --

-- YOU
ARE MOST
DEFINITELY AN
ALL RIGHT
GUY!

YOU
ACTUALLY
KNEW MOST OF
THE GUYS WHO
BOUGHT
IT!

HOW DO
YOU KEEP ON
GOING?

I-IT'S
HARD.

MAYBE
THE HARDEST
THING I'VE EVER
ATTEMPTED.

AFTER ALL,
SOMEONE'S GOT
TO SET A GOOD
EXAMPLE FOR
THE **ADULTS**!

THANKS
FOR THE
WILD **RIDE**,
GUY!

I JUST TRY
TO DO MY
BEST...

... ONE
DAY AT A
TIME!



BESIDES,
MY FRIENDS
WILL **NEVER**
LEAVE ME!

THEY'LL
ALWAYS
BE IN MY
HEART!

*Dedicated to
Stan Lee and Jack Kirby,
Who Created the Greatest Universe Of All!*

MARVEL[®]
COMICS



SPIDER-MAN[®]

SEPT '96 230

APPROVED
BY THE
COMICS
CODE
AUTHORITY

®

THE SPECTACULAR SPIDER-MAN



FOUR DAYS
AGO.

A DESERTED STRETCH OF ROAD
IN SOUTHERN NEW JERSEY.

... I'LL JUST SAY THAT
I HADDA WORK LATE
AT THE OFFICE... THE
RYAN ACCOUNT.
YEAH...

... SHE'LL
HAFTA
BELIEVE --

WHAT!?!



RRRAAK

Oh,
NO!

NO!

Nooooo!

TODAY.

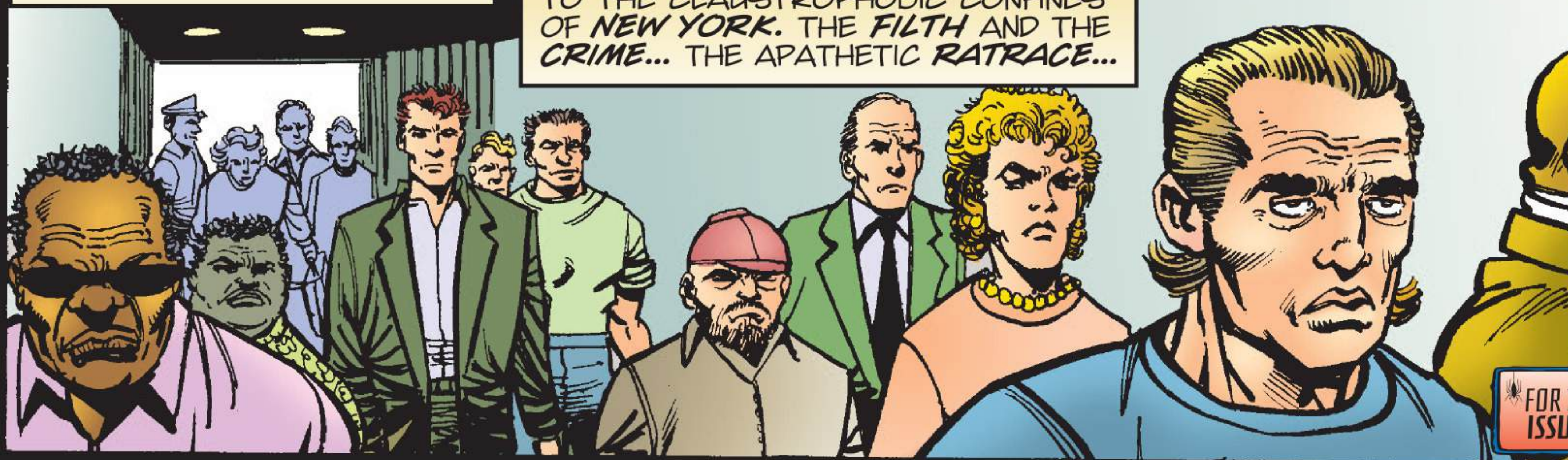
THE PLANE BEARING ONE
Dr. CURT CONNORS GENTLY
TOUCHES DOWN AT WEST
PALM BEACH AIRPORT...

... AND ON
BEHALF OF MYSELF
AND THE CREW, LET ME
BE THE FIRST TO WELCOME
YOU TO SUNNY FLORIDA,
AND TO THANK YOU
FOR FLYING
VALUJET.



I WISH I COULD'VE BEEN
MORE HELP TO PETER, BUT
IT'S GOOD TO BE BACK HOME --

-- GOOD TO FINALLY SAY *GOODBYE*
TO THE CLAUSTROPHOBIC CONFINES
OF *NEW YORK*. THE *FILTH* AND THE
CRIME... THE APATHETIC *RATRACE*...



FOR DETAILS, SEE LAST
ISSUE -- Air Macchio.

OF COURSE, MY RETURN
TO PALM BEACH DOESN'T
MEAN THAT I'VE LEFT ALL
THE PROBLEMS OF THE
WORLD *BEHIND* ME...

HERE, TOO, *DISTRUSTFUL*
PEOPLE HOLD SMILES FOR
RANSOM, AND THE ONES YOU
DO SEE ARE *SACCHARINE*
SWEET AND *FAKE*.

PLEASANTNESS HAS
BECOME AN *OCCUPATION*.



B'BYE.

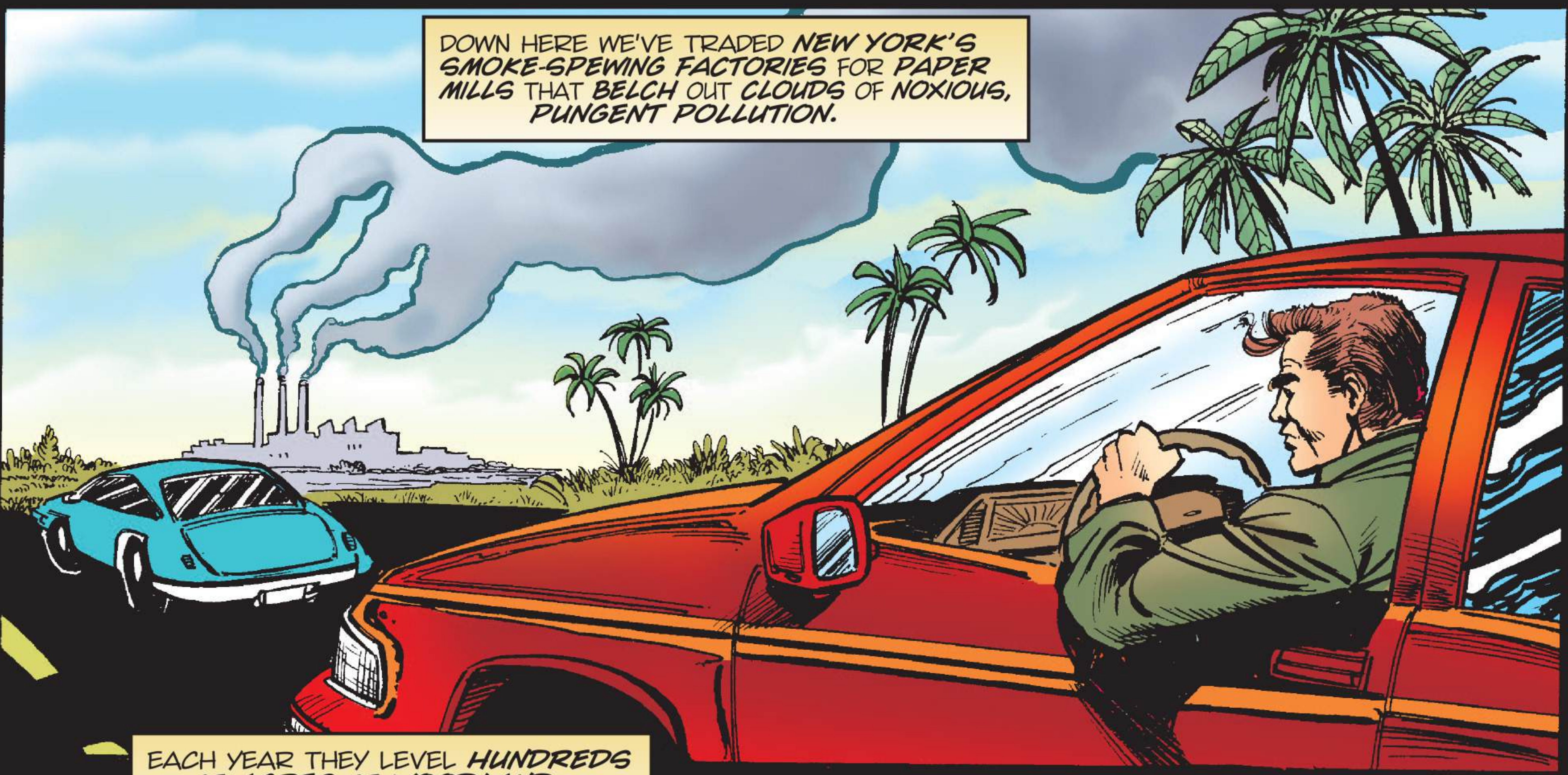
B'BYE.

B'BYE.

B'BYE.

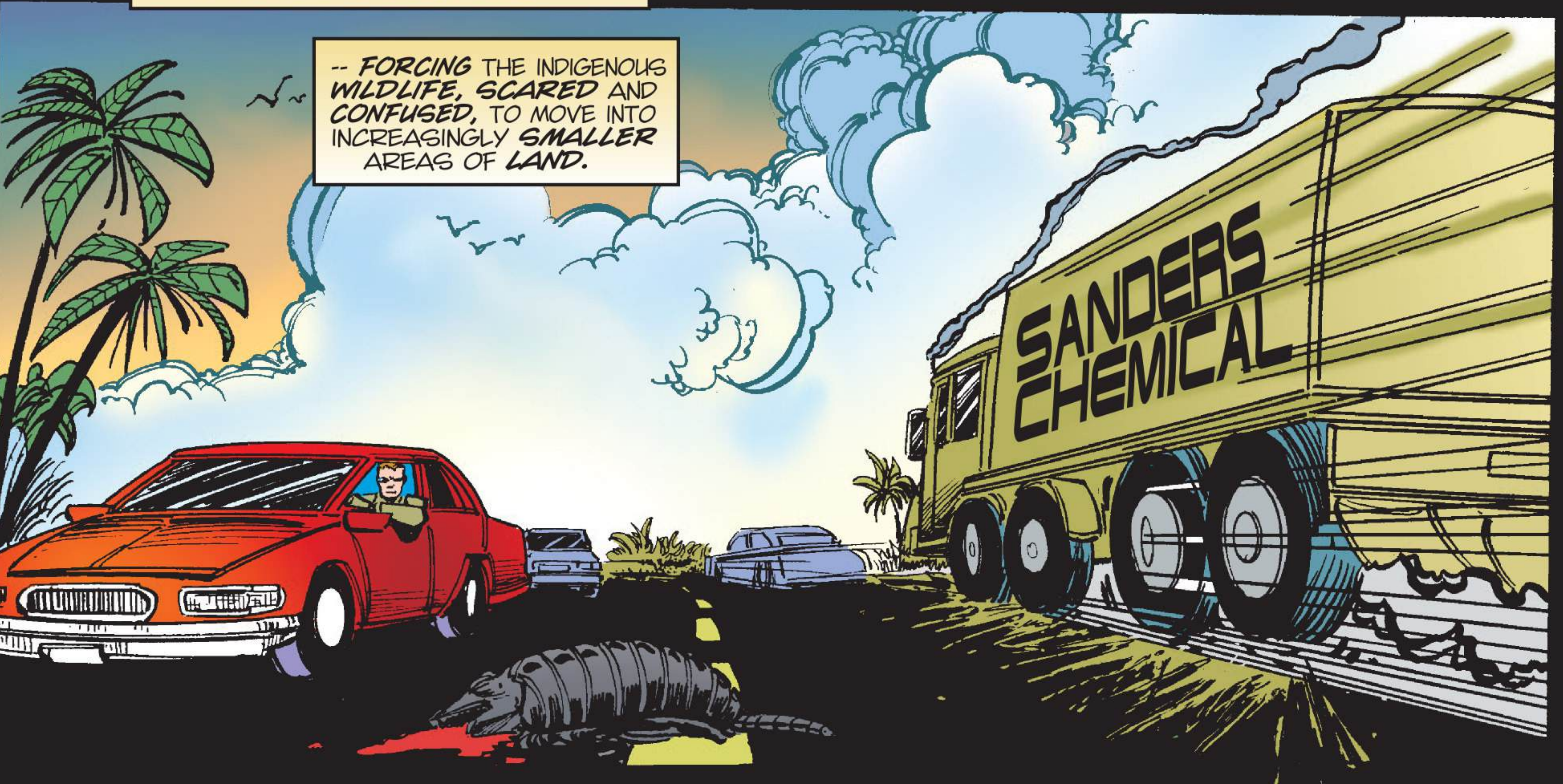


DOWN HERE WE'VE TRADED NEW YORK'S SMOKE-SPEWING FACTORIES FOR PAPER MILLS THAT BELCH OUT CLOUDS OF NOXIOUS, PUNGENT POLLUTION.

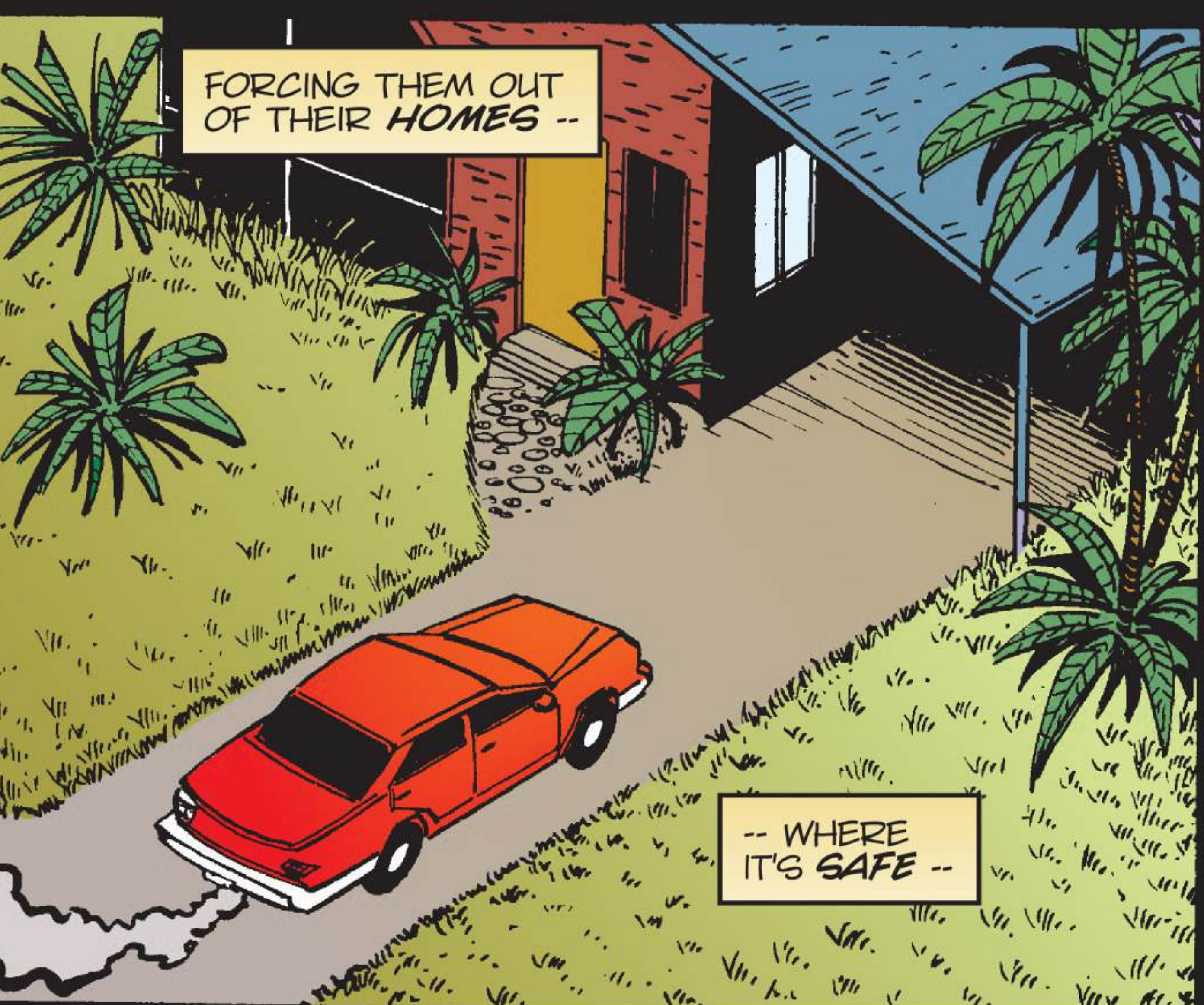


EACH YEAR THEY LEVEL HUNDREDS OF ACRES OF WOODLAND --

-- FORCING THE INDIGENOUS WILDLIFE, SCARED AND CONFUSED, TO MOVE INTO INCREASINGLY SMALLER AREAS OF LAND.



FORCING THEM OUT OF THEIR HOMES --



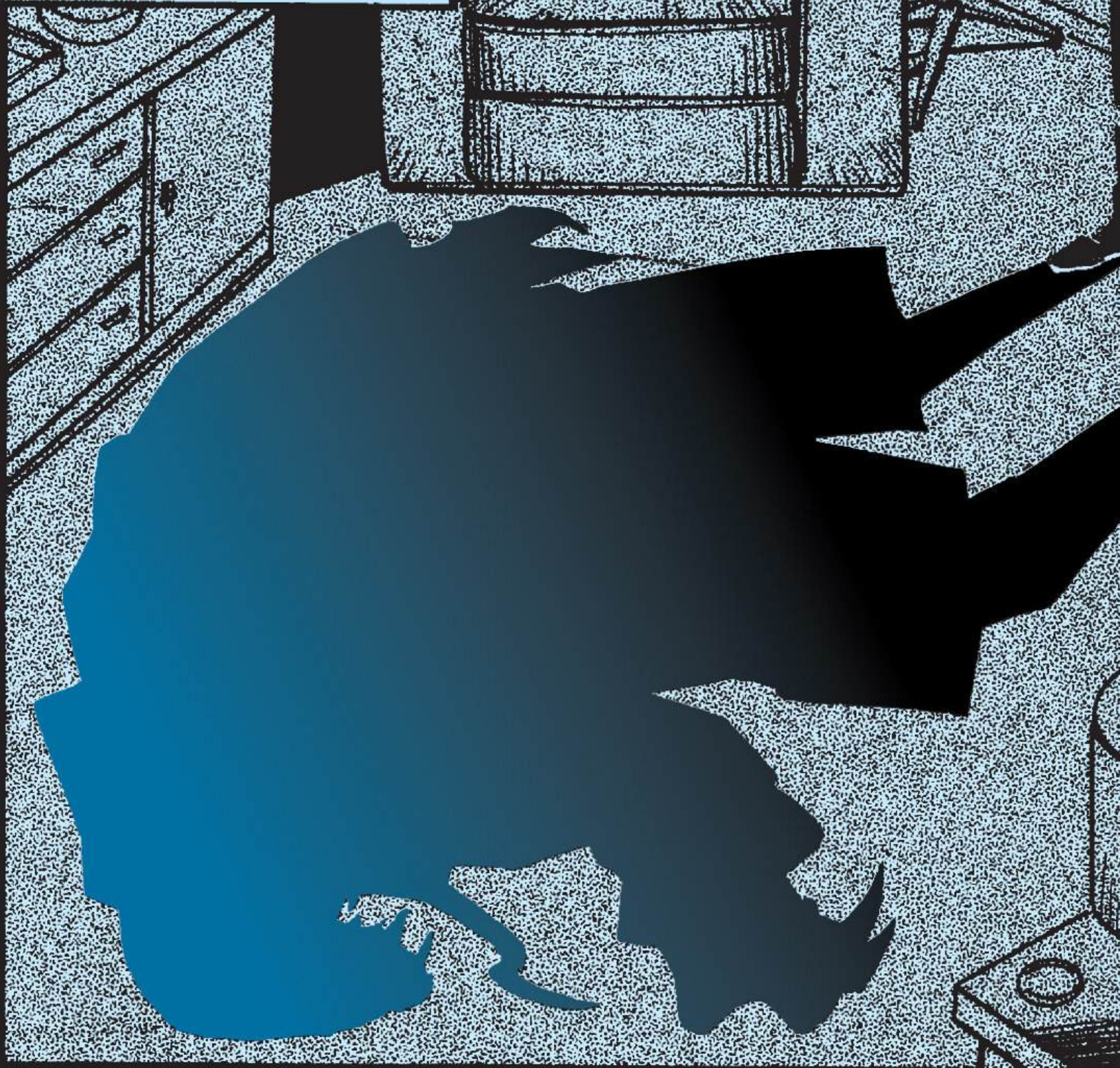
-- WHERE IT'S SAFE --

-- INTO A WORLD FRAUGHT WITH DANGER.



STAN LEE
PRESENTS A
TALE OF
GRIM REALITY
FEATURING THE
SPECTACULAR
SPIDER-MAN

CURT- WELCOME HOME!
HOPE ALL WENT WELL!
BILLY WILL BE LATE HOME
FROM SCHOOL. SEE
YOU AT SIX O'CLOCK!
LOVE,
MAR



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Todd Dezago Words

Sal Buscema- Breakdowns

John Stanisci Finishes

Richard Starkings & Comicraft Letters

John Kalisz Colors

Malibu Enhancement

Ralph Macchio Editor

Bob Harras Editor-In-Chief

I WAS ONLY GONE
A **WEEK**. COULD HE
HAVE **GROWN**..?

**DAD!
YOU'RE
HOME!**

**HEY, SPORT!
WHAT'S UP?**

THE GUYS
AND ME WANNA
GO TO THE **ARCADE...**
IS IT **OKAY...?**

TWELVE YEARS OLD AND HE'S PRACTICALLY *INDEPENDENT*. HE'S LEARNING *SO MUCH, SO FAST...*

... AND I NEED TO
LEARN TO **LET GO**...

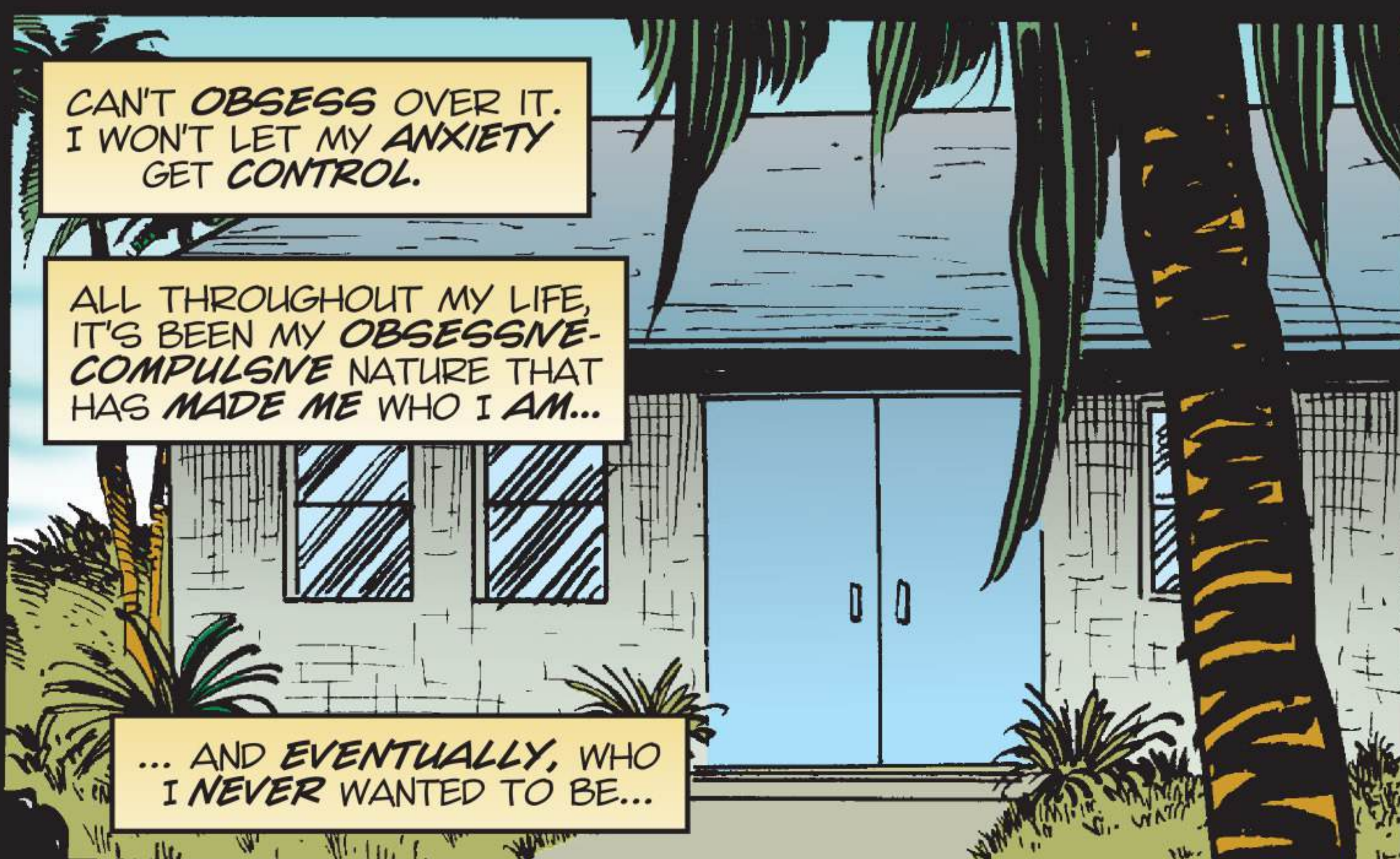




CAN'T **OBSESS** OVER IT.
I WON'T LET MY **ANXIETY**
GET **CONTROL**.

ALL THROUGHOUT MY LIFE,
IT'S BEEN MY **OBSESSIVE-
COMPULSIVE** NATURE THAT
HAS **MADE ME WHO I AM...**

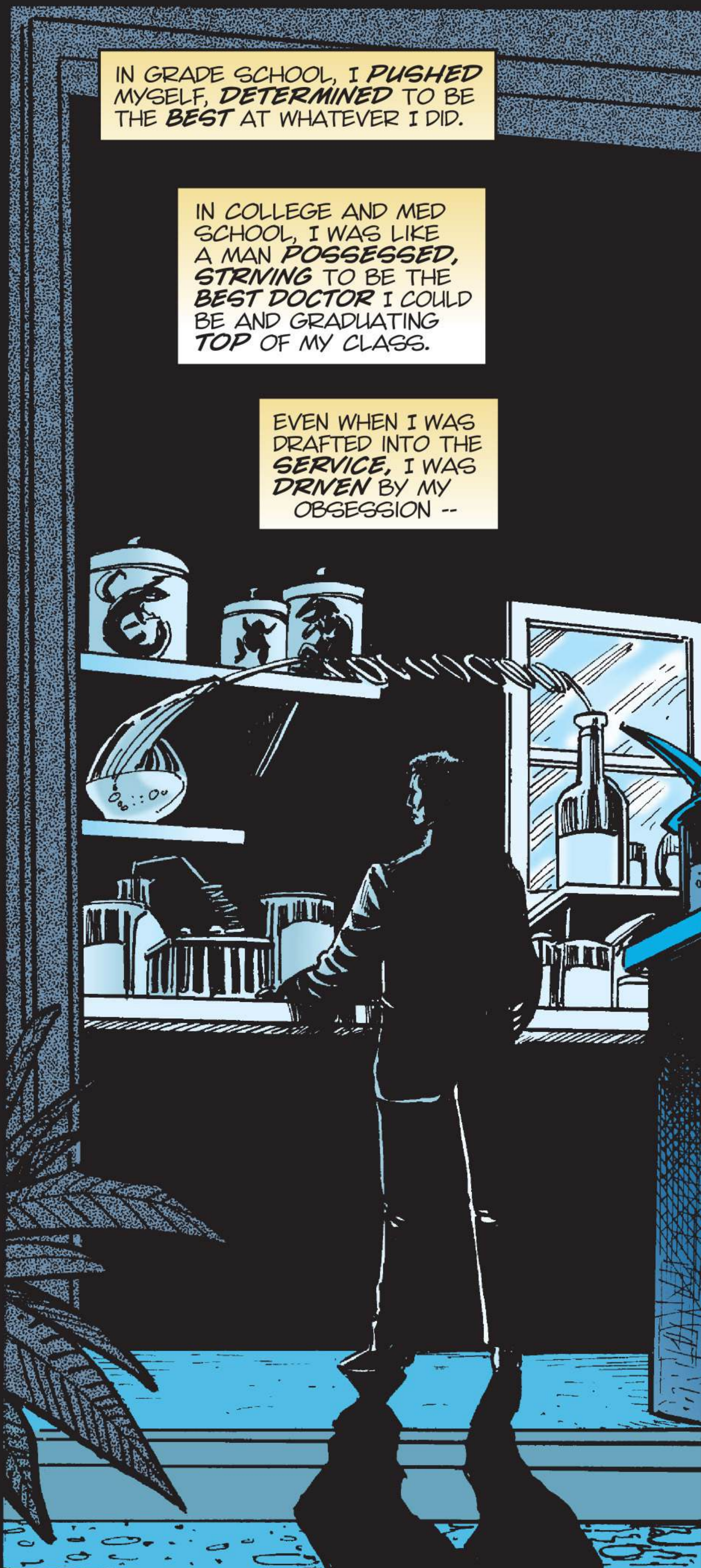
... AND **EVENTUALLY**, WHO
I **NEVER** WANTED TO BE...



IN GRADE SCHOOL, I **PUSHED**
MYSELF, **DETERMINED** TO BE
THE **BEST** AT WHATEVER I DID.

IN COLLEGE AND MED
SCHOOL, I WAS LIKE
A MAN **POSSESSED**,
STRIVING TO BE THE
BEST DOCTOR I COULD
BE AND GRADUATING
TOP OF MY CLASS.

EVEN WHEN I WAS
DRAFTED INTO THE
SERVICE, I WAS
DRIVEN BY MY
OBSESSION --

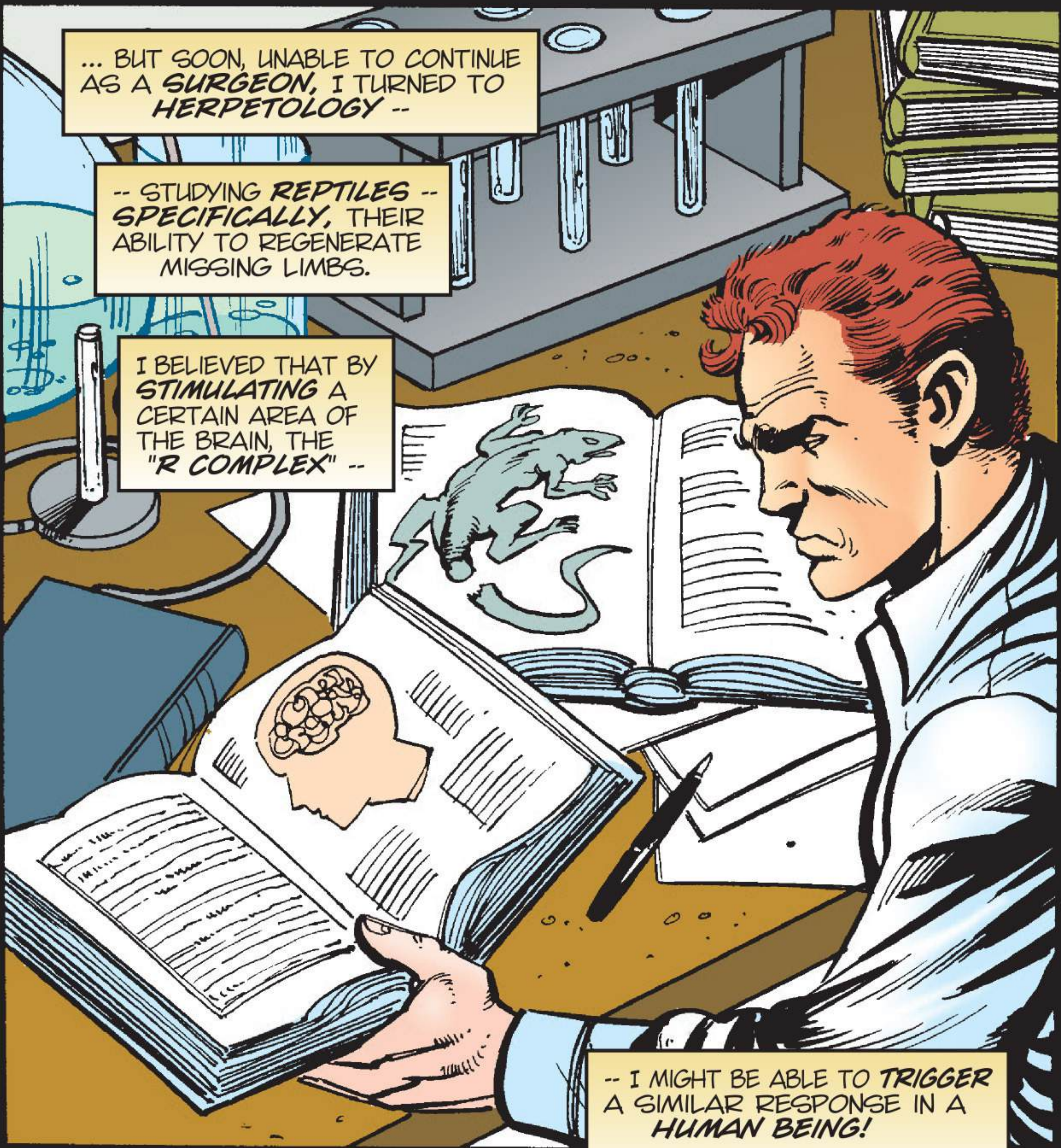
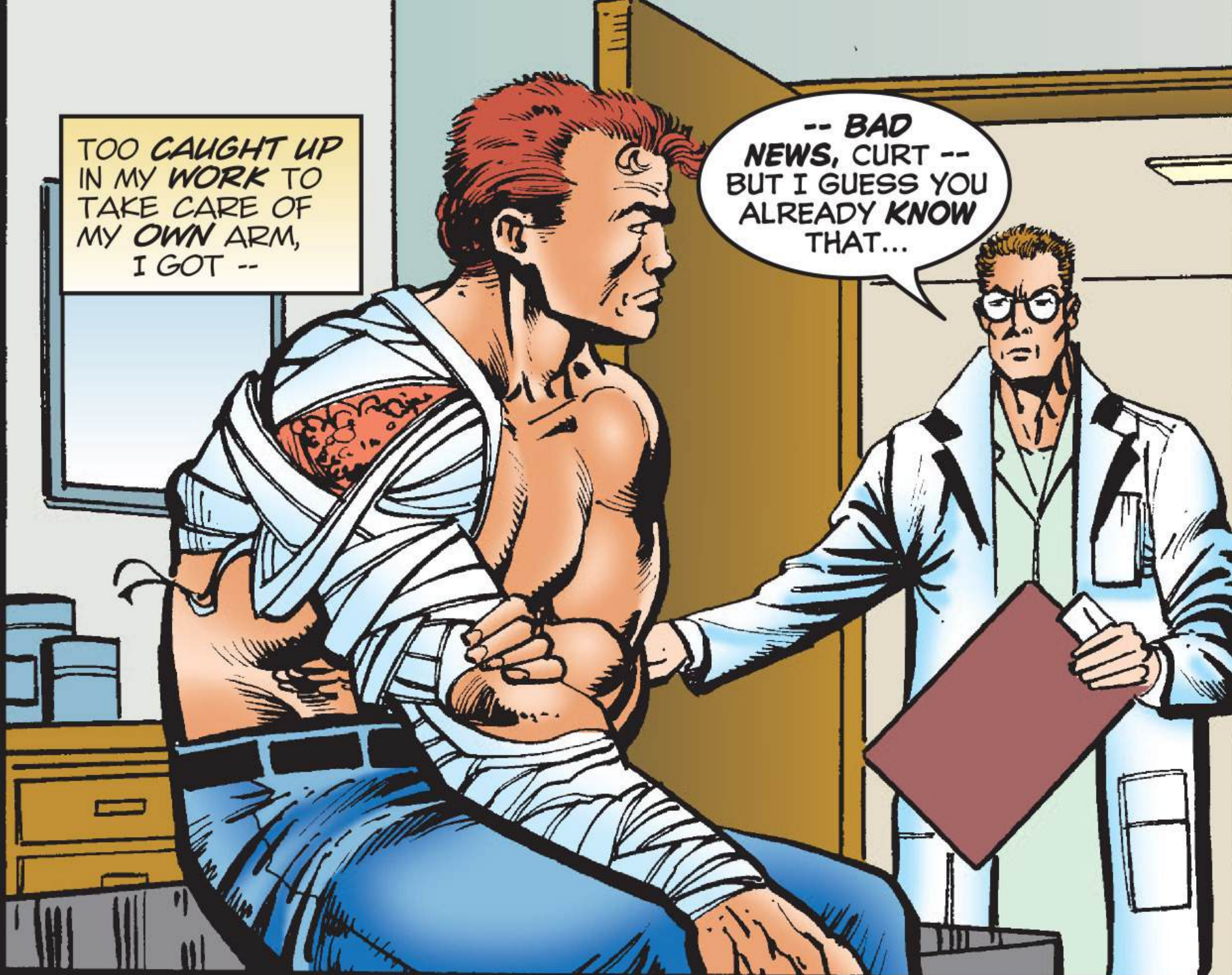


-- AND LANDED ON THE
BATTLEFIELD PERFORMING
MEATBALL SURGERY ON
OUR WOUNDED **GI'S** --



-- UNTIL THE **SHRAPNEL** FROM A
PHOSPHORUS GRENADE MADE
HAMBURGER OUT OF MY **ARM!**







KAK!

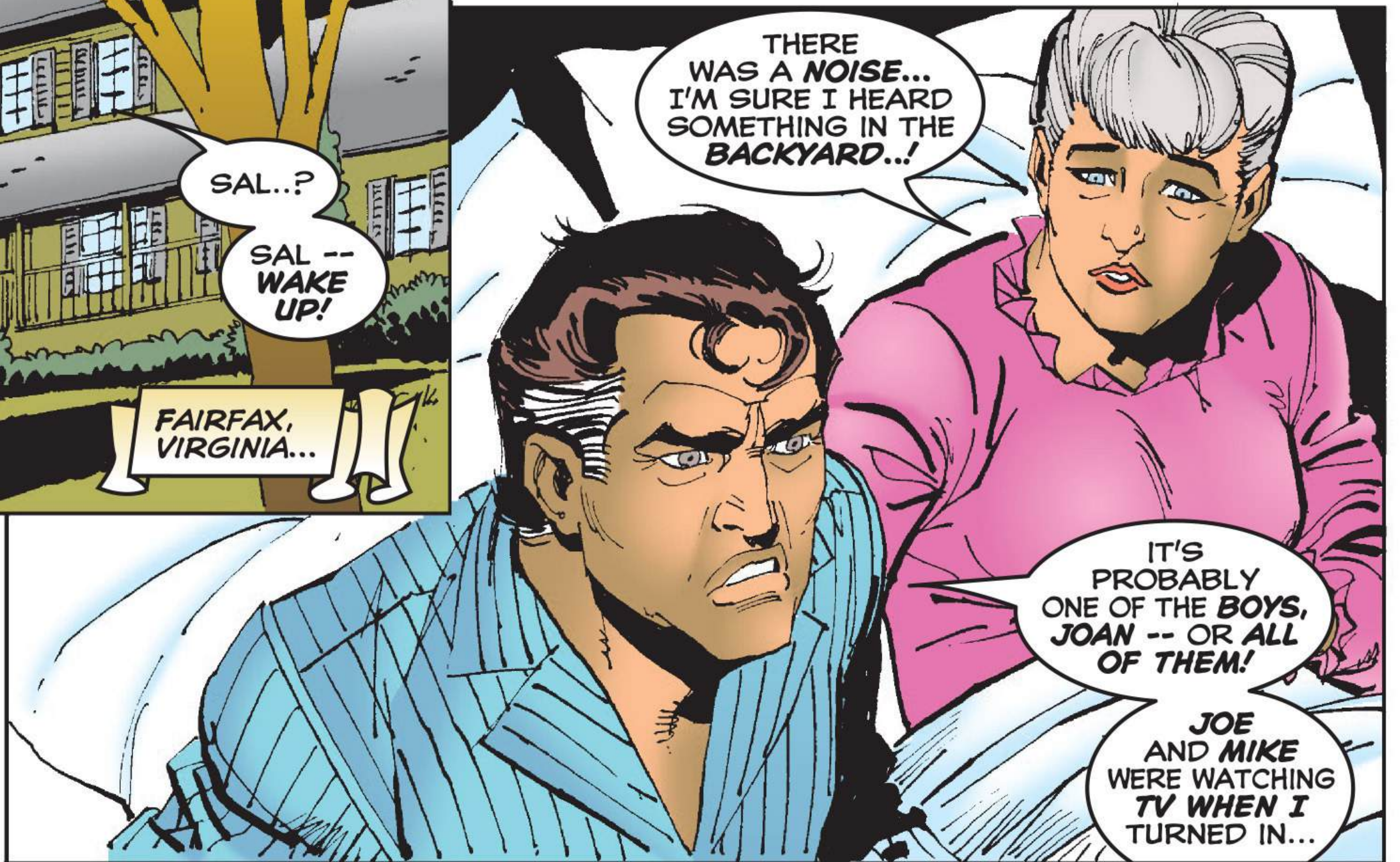
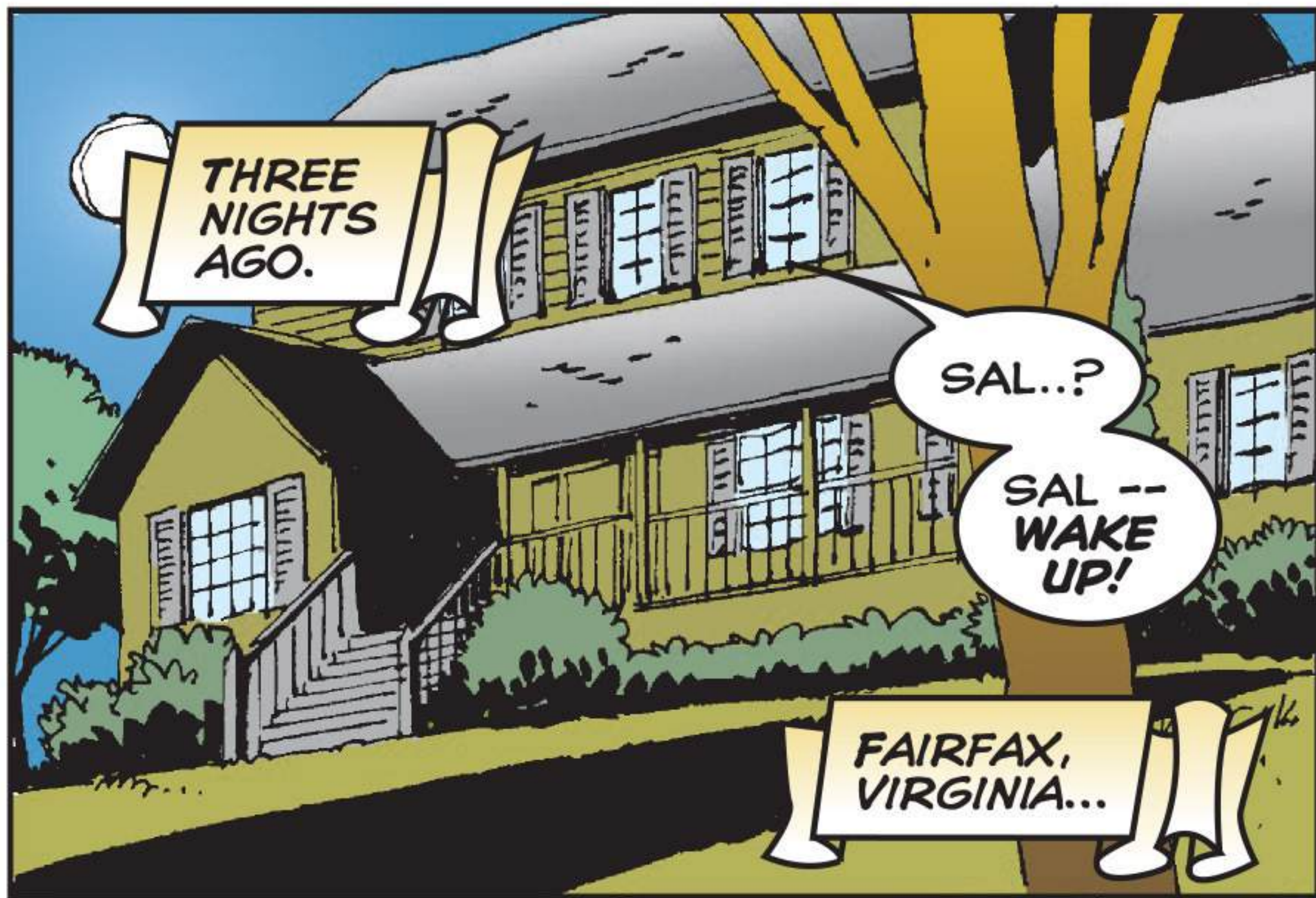
... THE
RESULTS

WERE

HORRIFIC!

SSSCRAPE

HHSSSS



HE WAS TOLD TO BE HOME AT NINE-THIRTY -- THAT WAS ALMOST AN **HOUR AGO** ...

... AND I'M **FIGHTING MYSELF** -- TRYING NOT TO WORRY...

IT'S **DIFFICULT** THESE DAYS, THOUGH -- THE WAY THE WORLD IS -- **NOT TO WORRY**...

... NOT LETTING THE ANXIETY **CONSUME ME**...!

... ABOUT THE **FUTURE**, ABOUT YOUR **FAMILY**...

MARTHA.

WE'VE BEEN THROUGH **SO MUCH**. THINGS WERE **ROCKY** THERE FOR AWHILE, BUT SHE WAS **PATIENT** AND **UNDERSTANDING** --

-- AND HELPED ME GET **COUNSELING** FOR MY ANXIETY.

-- TO HELP ME **BALANCE** MY **FEARS**.

-- NEW YORK, AS AN **ARMY OF THE GIANT ROBOTS** INVADED THE CITY, PLACING ITS CITIZENS UNDER **MARTIAL LAW**.

BUT SOMETIMES THE **WORLD** MAKES IT SO **HARD**...

DR. BRUHN HAD HELPED ME UNDERSTAND THAT MY **APPREHENSIVENESS** IS NATURAL, BUT HEIGHTENED.

AND HE PUT ME ON AN ANTI-ANXIETY **MEDICATION** --



I THINK ABOUT
THE *FUTURE* --
-- *BILLY'S*
FUTURE --

-- AND I *WONDER* WHAT KIND
OF *WORLD* HE'LL *KNOW*..!

ALREADY THIS PLANET IS A
CROWDED, VIOLENT PLACE --
AND WE CONTINUE TO *ABUSE*
IT MORE AND MORE *EVERY DAY*.

I WANT *SO MUCH* FOR HIM -- I WANT
TO GIVE HIM A *WONDERFUL LIFE*, TO BE
THE BEST FATHER A BOY COULD HAVE.

BUT, HE'S GROWING UP *SO*
FAST -- EVEN NOW, THE TIME
WE GET TO SPEND TOGETHER
SEEMS SO *FLEETING*...



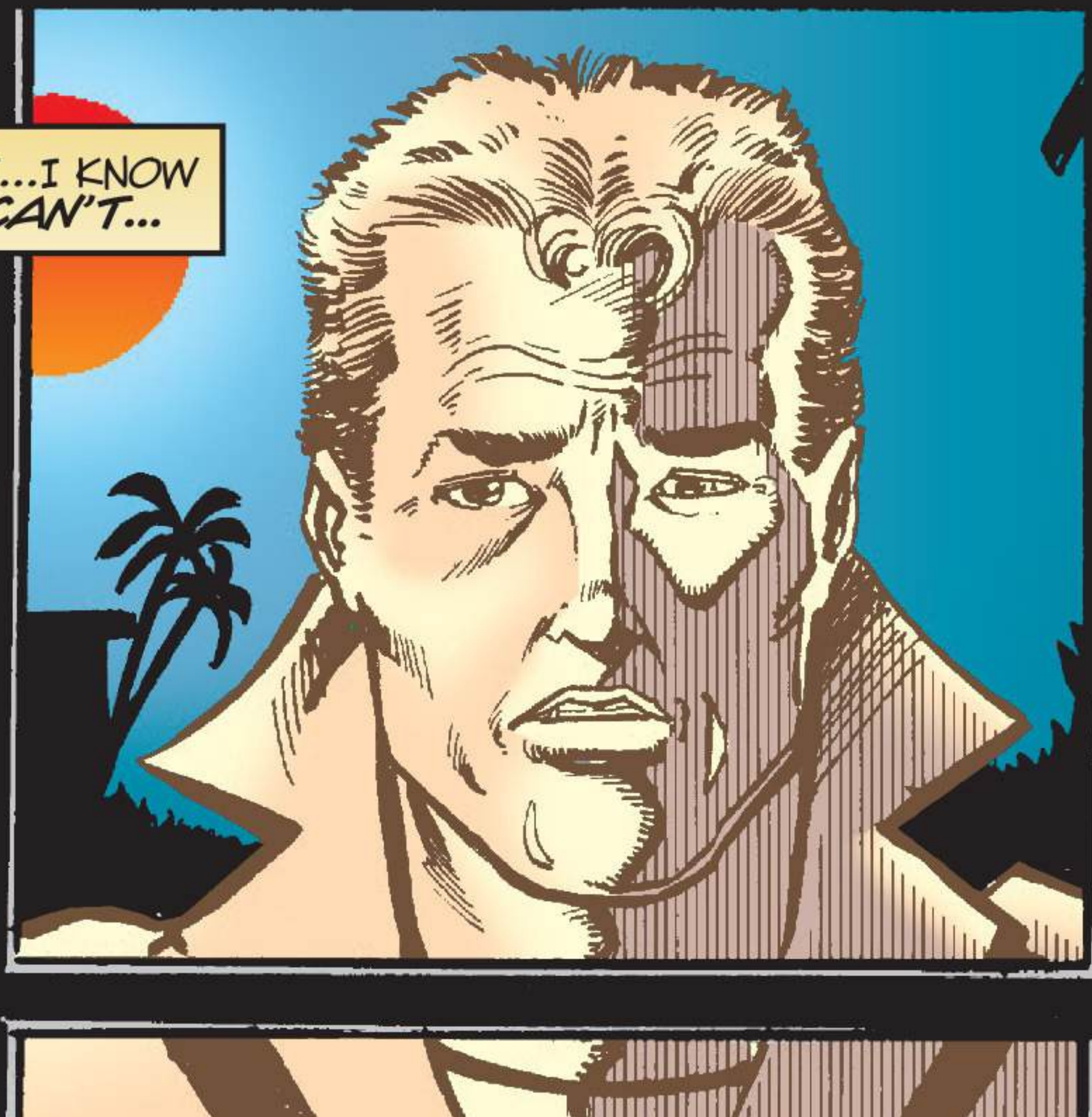
HOW CAN I KEEP HIM
SAFE FROM *THAT*?!



SOMETIMES I'D LIKE TO JUST
WRAP HIM UP IN MY *ARMS*
AND PROTECT HIM *FOREVER*!



BUT...I KNOW
I *CAN'T*...



I'VE GOT TO STOP WORRYING LIKE THIS -- CAN'T LET IT *EAT ME UP*...

IT WAS ONLY MONTHS AGO, WHEN I DECIDED TO TAKE ON A NEW LAB ASSISTANT.

... ESPECIALLY NOW THAT I'VE DECIDED TO STOP *TAKING THE MEDICATION*.

ALDO WAS YOUNG AND *DEDICATED*. I SAW A GREAT DEAL OF *MYSELF* IN HIS *DETERMINATION* AND *YOUTHFUL EXUBERANCE*.

WE WORKED FEVERISHLY TO *ISOLATE THE UNIQUE FLUIDS* IN MY BRAIN THAT WOULD TRIGGER THE *R-COMPLEX* --

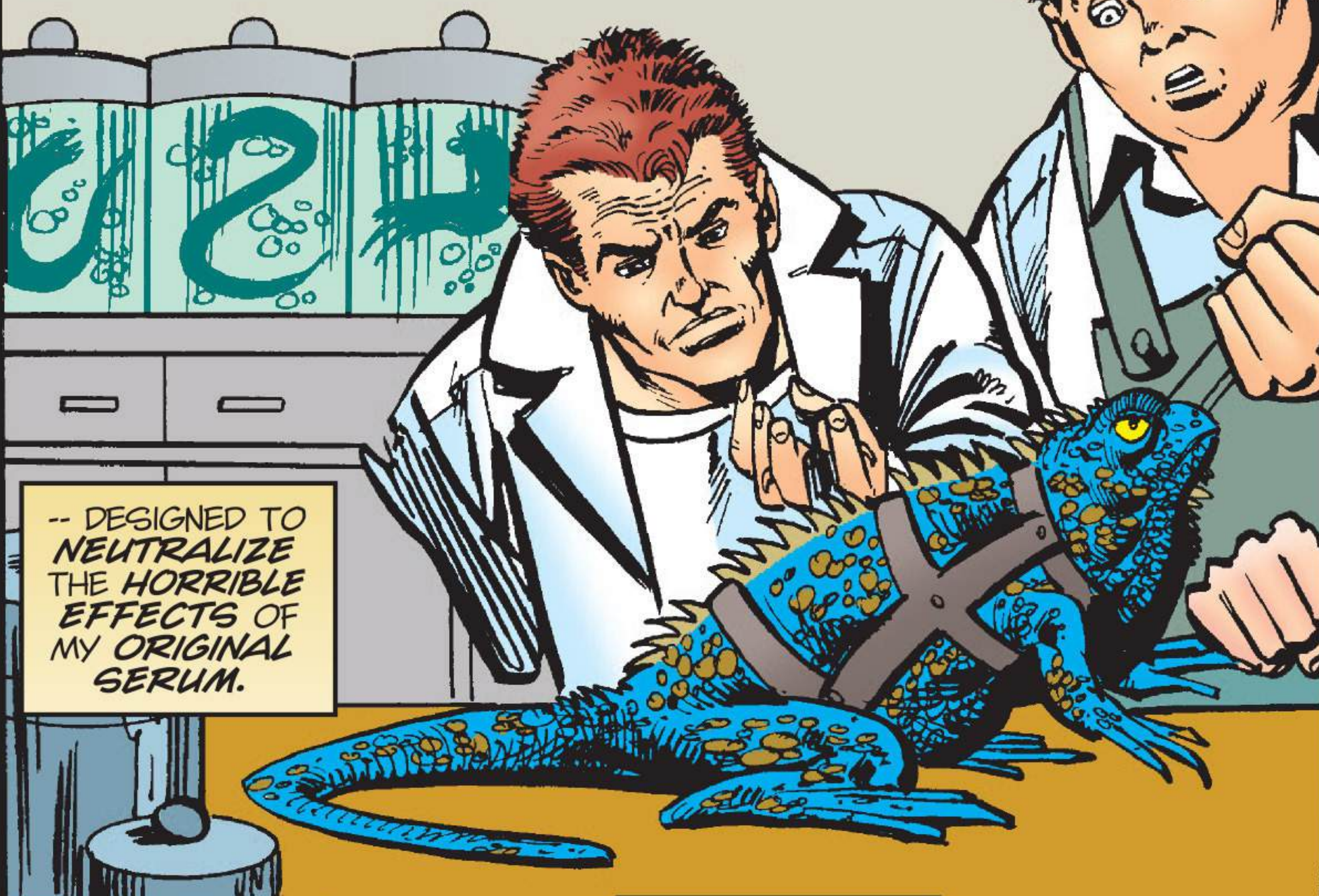
-- IN AN ATTEMPT TO *REMOVE ANY LAST TRACE* OF THE *LIZARD'S EVIL PERSONA* FROM MY OWN *PHYSIOLOGY*!

I HAD *HOPE* THEN THAT WE HAD ACTUALLY DEVELOPED A *CURE* FOR THE *MONSTER* I HAD *UNLEASHED* SO MANY YEARS AGO..!

WE DEVELOPED A
NEW FORMULA --



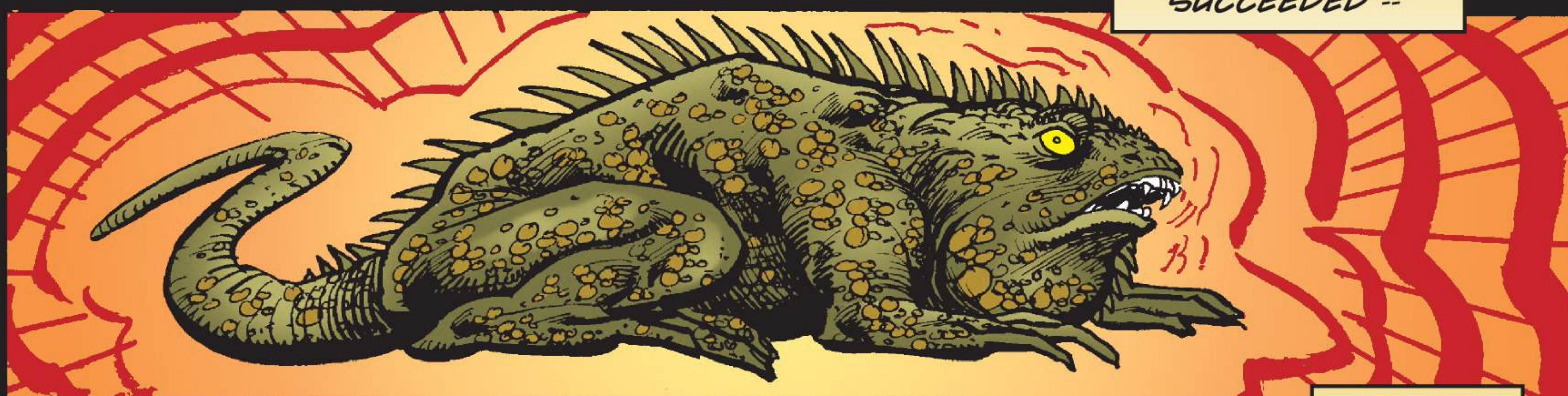
-- DESIGNED TO
NEUTRALIZE
THE HORRIBLE
EFFECTS OF
MY ORIGINAL
SERUM.



BUT OUR TEST
RESULTS BORE
EVIDENCE --



-- THAT WE HAD ONLY
SUCCEEDED --



-- IN MAKING
MATTERS --



-- WORSE!



MY HOPES *DASHED*, I *RESIGNED* MYSELF TO THE POSSIBILITY THAT THE *LIZARD* WOULD REMAIN MY *CURSE... FOREVER!*

Y'KNOW, DR. CONNORS -- MAYBE IT'S NOT THE *SERUM* --

-- MAYBE IT'S OUR *TEST SUBJECTS..?* IF WE COULD APPLY THE SERUM TO YOUR OWN *ALTERED DNA* --

-- OR MORE SPECIFICALLY, THE *LIZARD'S DNA...*

... *ALTERED..?*

ALDO, *THAT'S IT!* IT IS THE SERUM! IT'S NOT *PURE!*

I'VE BEEN TAKING THIS XANEX TO CONTROL MY ANXIETY -- BUT I NEVER CONSIDERED THAT IT MIGHT BECOME A VARIABLE IN OUR RESEARCH...

... THAT IT MIGHT MAKE MY LIZARD PERSONA EVEN *MORE SAVAGE...*

... *BUT IT DID!*

WITH THIS NEW *VARIANT* TO PONDER, I QUIT FOR THE DAY, LEAVING ALDO TO *SHUT DOWN* THE LAB.

SEVERAL HOURS LATER, A HUGE *RUCKUS* HAD ME *RACING* BACK OUT TO THE LAB, ONLY TO FIND --

ALDO!



THE PLACE HAD BEEN *DECIMATED*. ALDO WAS *BLOODY* AND *BADLY BEATEN...*

... BUT HE'D LIVE.

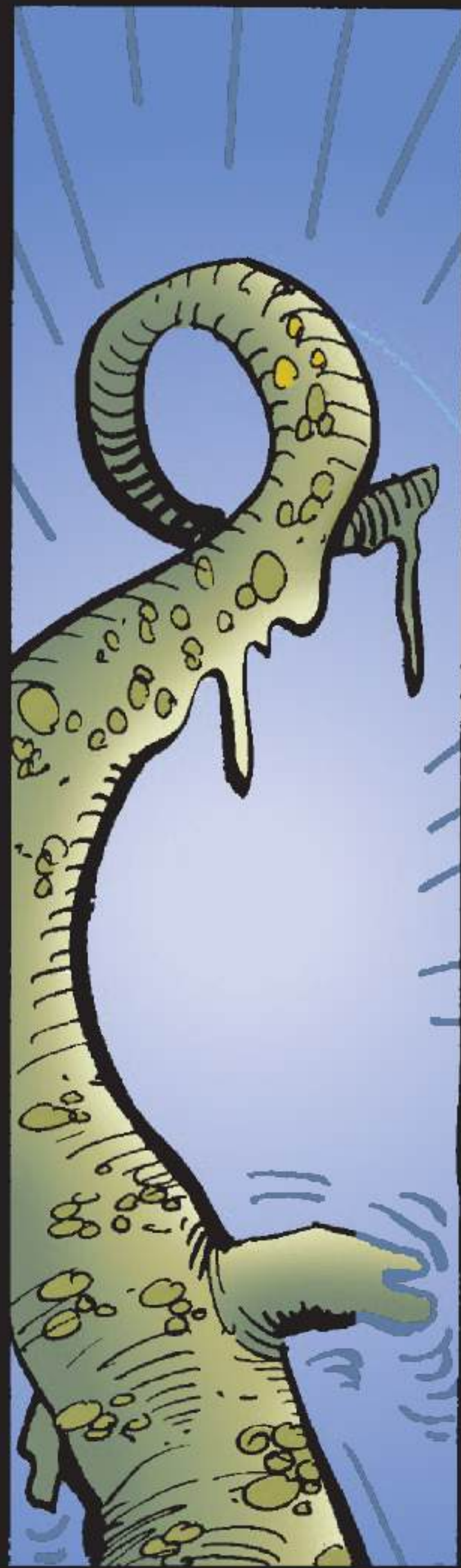


WEAKLY, HE TOLD ME
WHAT HE'D *DONE* --

-- HOW, IN HIS *ENTHUSIASM*
FOR HIS *THEORY*, AND HIS
DESIRE TO HELP ME --

-- HE *APPLIED* OUR *SERUM*
TO MY OWN *DNA* --

-- TO A *RECOVERED* SEGMENT
THAT HAD BEEN *SEVERED*
FROM THE *LIZARD'S* TAIL!



HE CLAIMED HE
COULDN'T RECALL
IF IT WAS *MINUTES*
OR *HOURS* --



-- AS HE STOOD THERE
TRANSFIXED --

-- AND WATCHED THE
SCALY SPECIMEN
GROW BEFORE
HIS *EYES*!

GROWING
APPENDAGES --



GROWING
FEATURES --



GROWING IN
SIZE --!

TREMBLING, ALDO SAID
THAT WHEN HE LOOKED
INTO ITS *EYES* --





-- HE SAW
NOTHING --

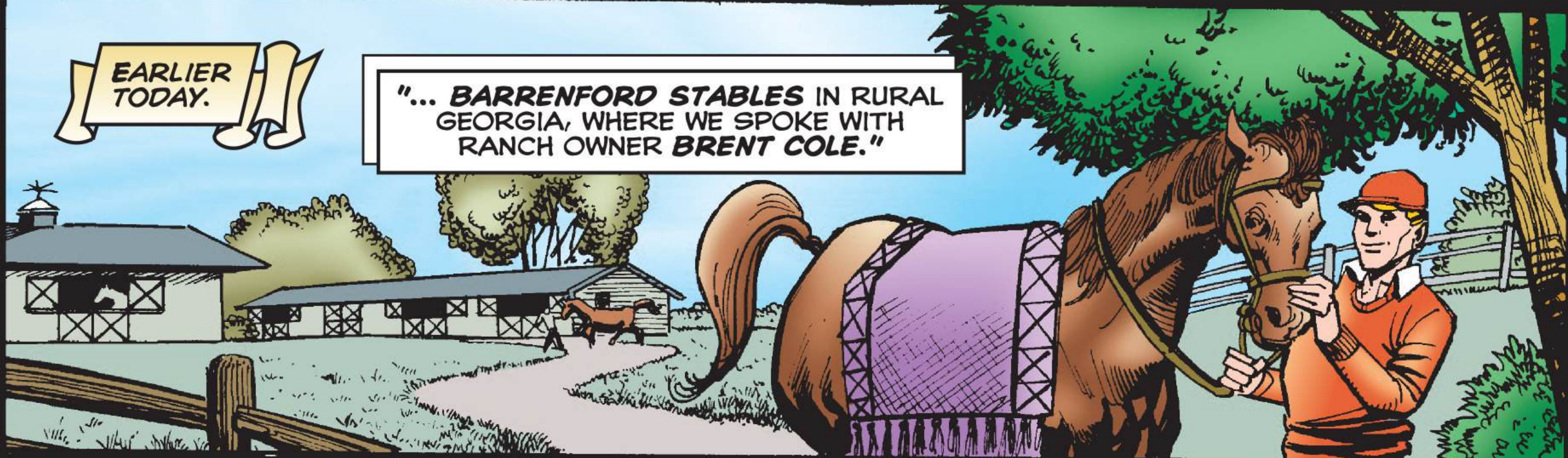
-- HUMAN!

IT WAS, HE SAID, AS IF
THE COMBINATION OF
THE SERUM AND THE
MUTATED GENETIC
MATERIAL --

-- CREATED A CREATURE
DEVOID OF ANYTHING
BUT ITS OWN PRIMAL
BRUTAL INSTINCTS --!

EARLIER
TODAY.

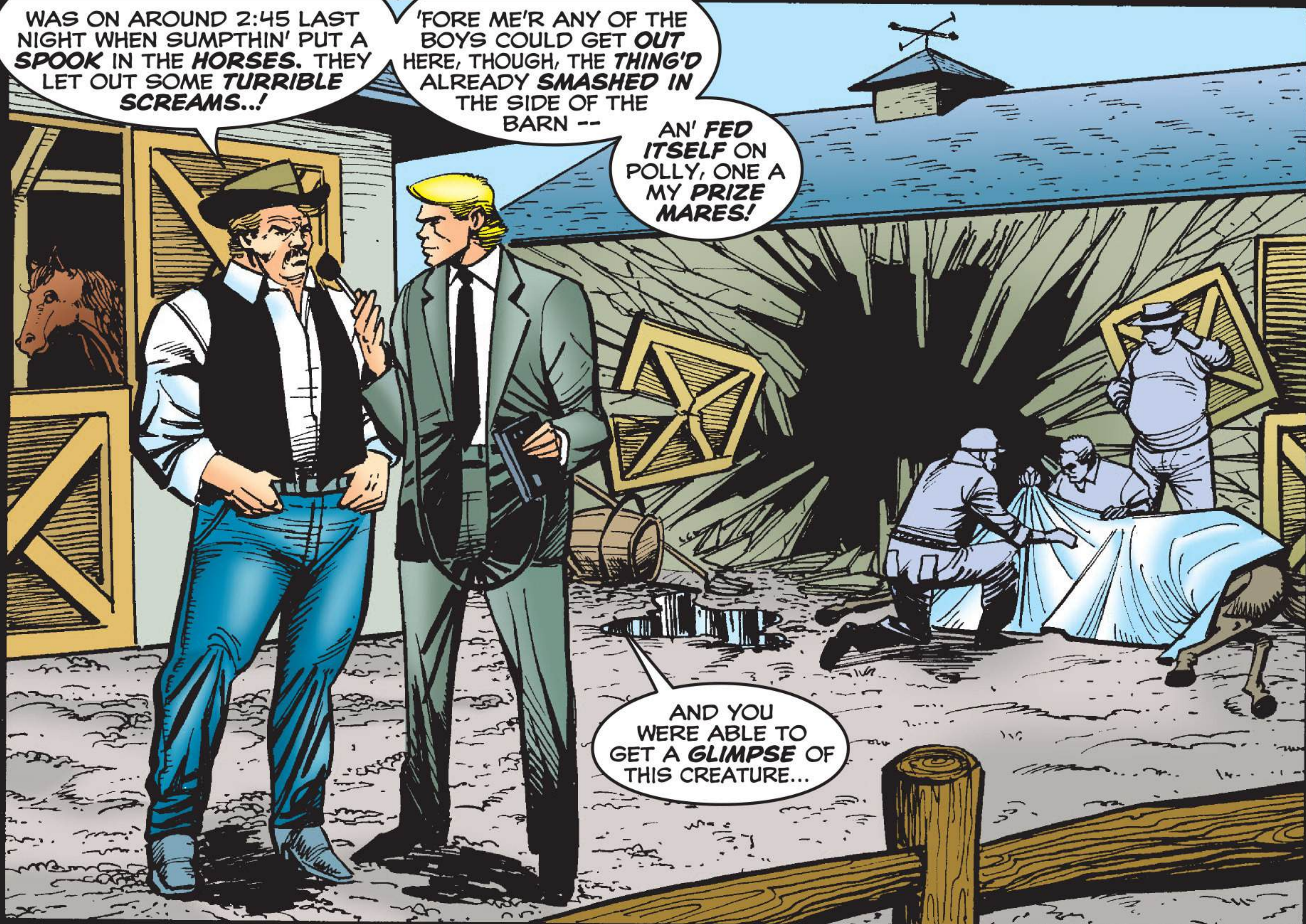
"... **BARRENFORD STABLES** IN RURAL
GEORGIA, WHERE WE SPOKE WITH
RANCH OWNER **BRENT COLE**."



WAS ON AROUND 2:45 LAST
NIGHT WHEN SUMPTIN' PUT A
SPOOK IN THE **HORSES**. THEY
LET OUT SOME **TURBIL**
SCREAMS...

'FORE ME'R ANY OF THE
BOYS COULD GET **OUT**
HERE, THOUGH, THE **THING'D**
ALREADY **SMASHED IN**
THE SIDE OF THE
BARN --

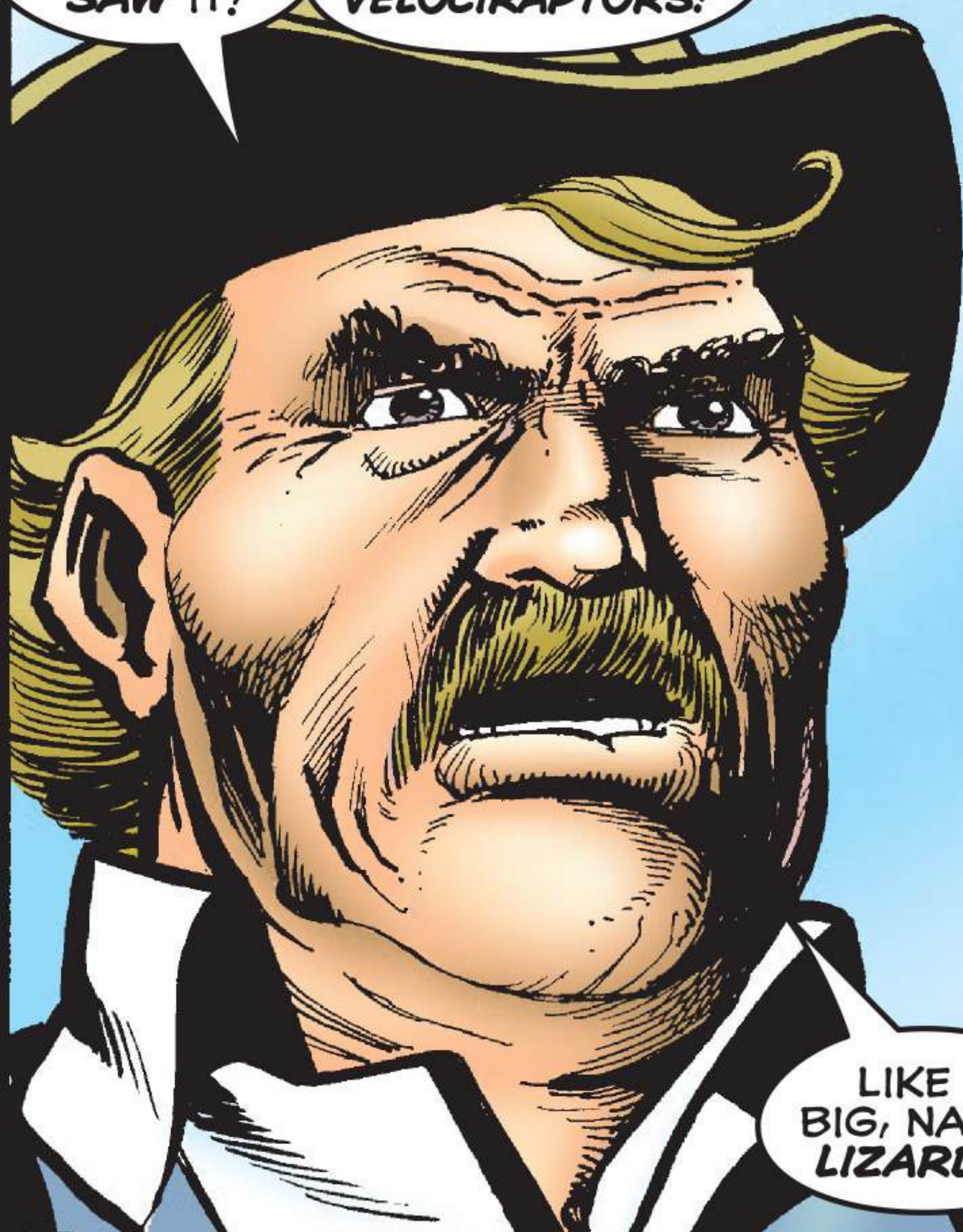
AN' **FED**
ITSELF ON
POLLY, ONE A
MY **PRIZE**
MARES!



AND YOU
WERE ABLE TO
GET A **GLIMPSE** OF
THIS CREATURE...

Oh YEAH! I
SAW IT!

LIKE ONE A THEM
VELOCIRAPTORS!



LIKE A
BIG, NASTY
LIZARD!



"AND SO CONTINUES
OUR **INVESTIGATION**
OF THIS **ELUSIVE**
MONSTER THAT
APPEARS TO BE
TRAVERSING THE
EAST COAST."

WHAT
THIS CREATURE'S
FINAL **DESTINATION** MIGHT
BE, AND WHAT IT WILL **DO**
ONCE IT **GETS THERE** IS
ANYBODY'S GUESS,
BUT --

Culk

I know where it's going...

... and I've
a bad feeling
I **KNOW** what
it's gonna do
when it gets
there!

That **THING** is
STALKING DOC
CONNORS --

-- following him
back to **FLORIDA!**

Well, *Connors* has
helped out both *Spidey*
AND *Peter* in the **PAST**.

I can't think of a better time
for a little **PAYBACK!**

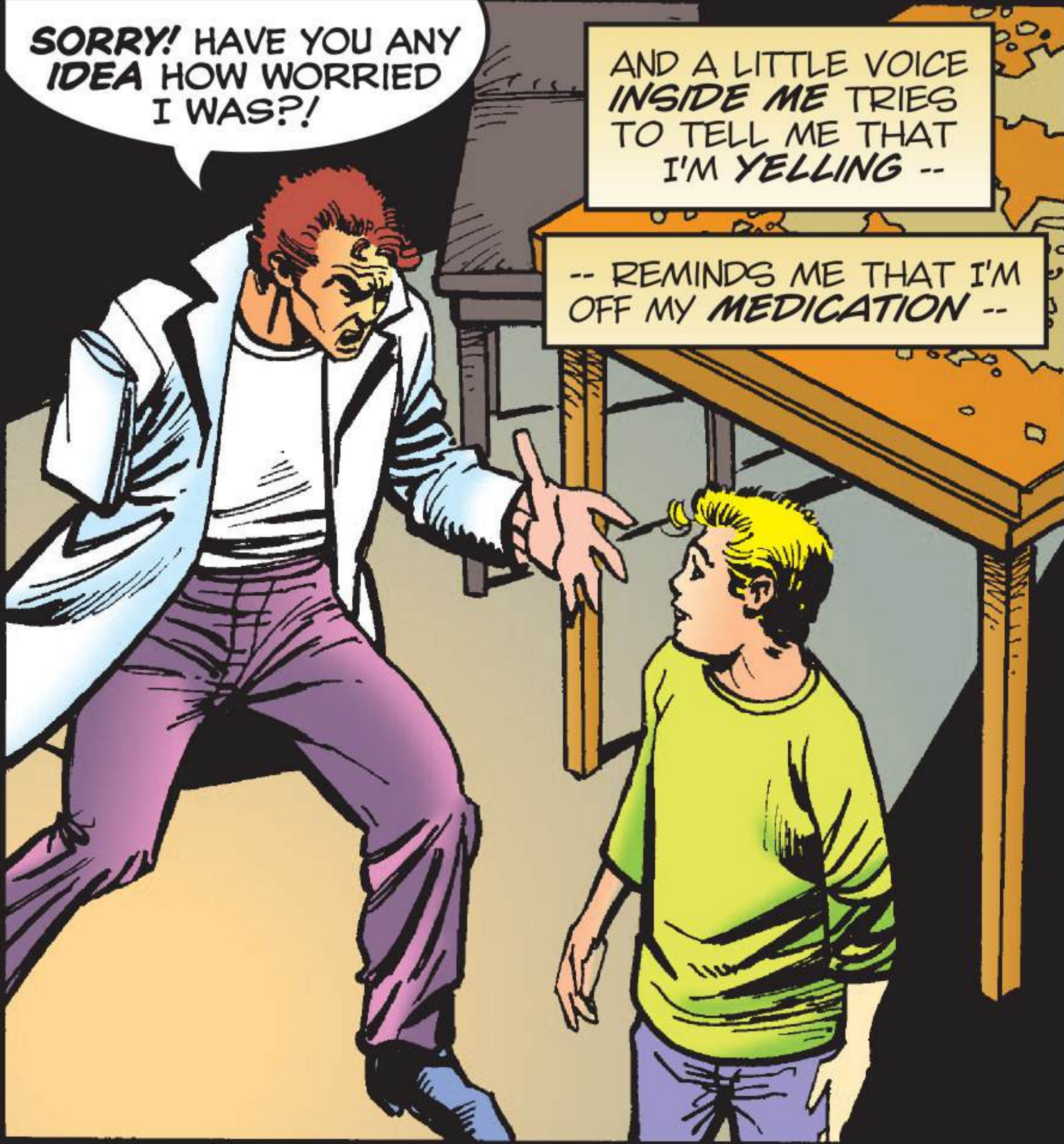


IT'S *AMAZING*
HOW QUICKLY
APPREHENSION
TURNS TO *RELIEF* --

-- THEN TO
ANGER.

HE COMES THROUGH THE
DOOR AT TEN TWENTY-SIX.

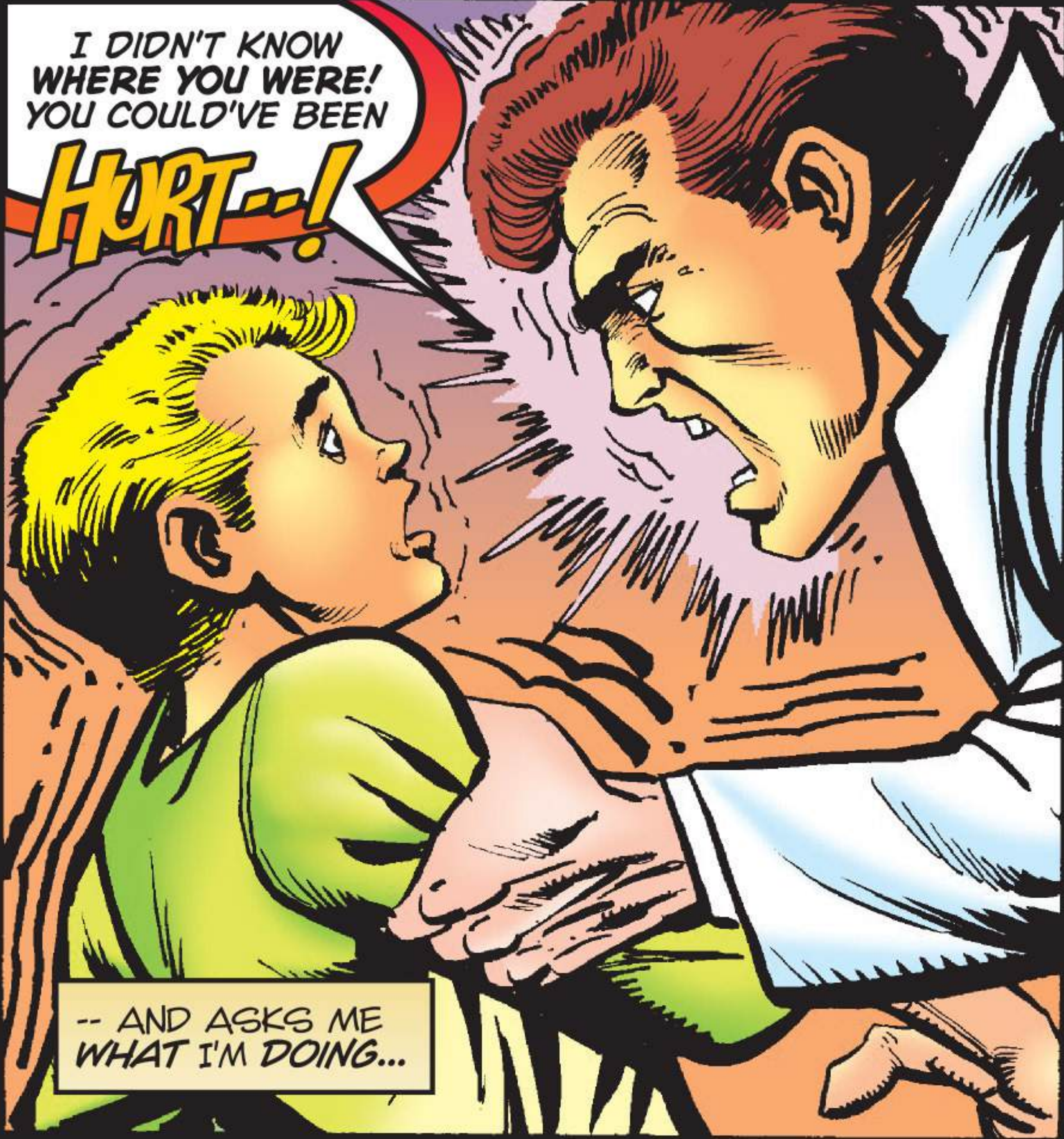
I'M
SORRY I'M
LATE, DAD. TIMMY
SHENK'S MOM
WAS --



SORRY! HAVE YOU ANY
IDEA HOW WORRIED
I WAS?!

AND A LITTLE VOICE
INSIDE ME TRIES
TO TELL ME THAT
I'M *YELLING* --

-- REMINDS ME THAT I'M
OFF MY *MEDICATION* --



I DIDN'T KNOW
WHERE YOU WERE!
YOU COULD'VE BEEN

HURT--!

-- AND ASKS ME
WHAT I'M *DOING*...



WHAT
AM
I
DOING?!

THE *LOOK* ON
HIS *FACE.*

I'VE NEVER LAID
A *HAND* ON HIM
IN MY *LIFE!*

JUST A WHILE AGO
I WAS WISHING
THAT I COULD
PROTECT HIM.

WHAT HAVE
I *DONE*?!





C'MON,
BILLY --
MOVE!

DAD...
WHAT-
WHAT --

SNARRL



WHAT
IS IT, DAD?!
WHAT DOES IT
WANT?!?

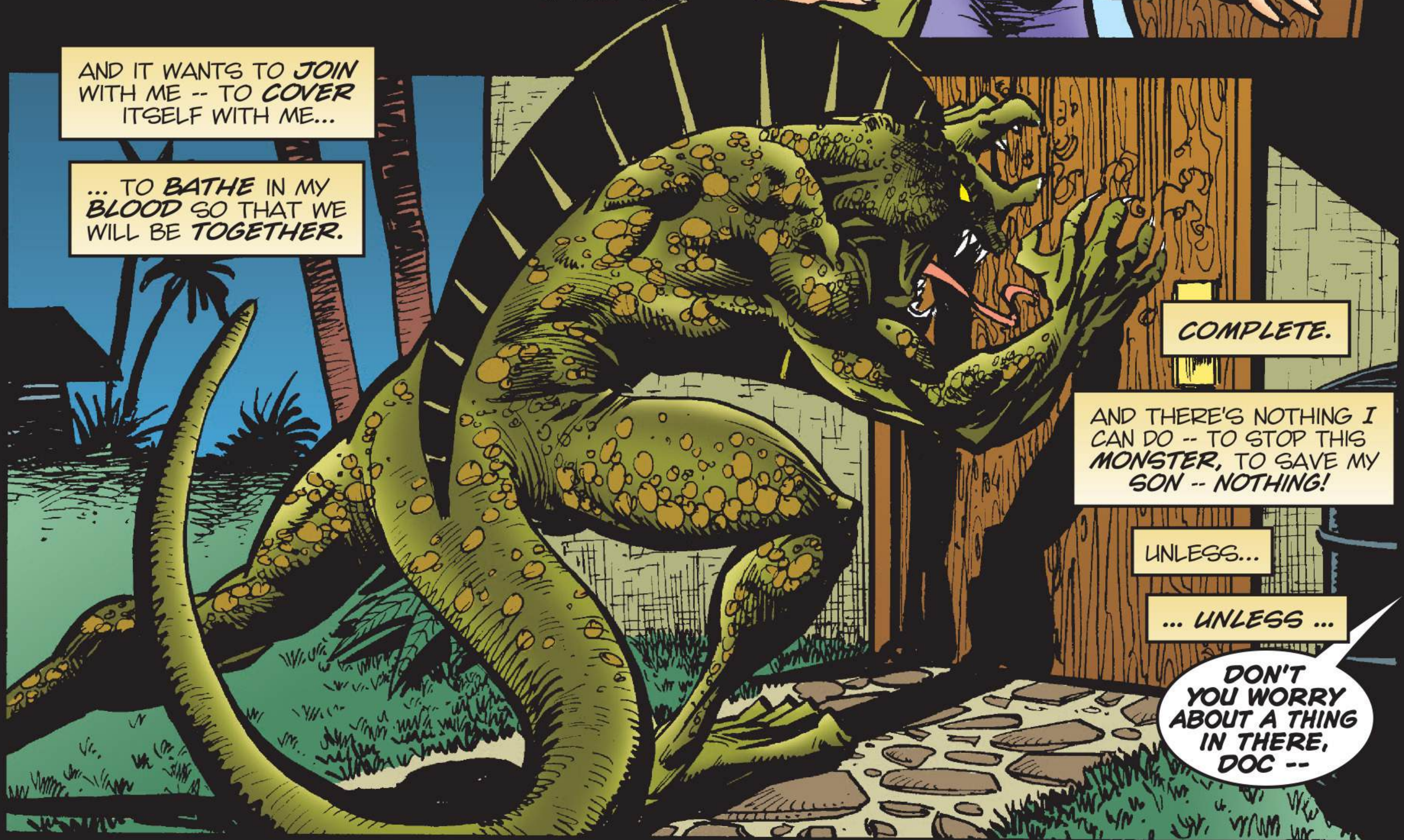
HROOO

I KNOW WHAT IT IS,
WHAT IT WANTS, BUT
I WON'T TELL BILLY.



IT'S ME. OR A PART OF
ME. IT'S MY ANGER... MY
PRIMITIVE, BESTIAL SIDE.

IT'S MY
RAGE.



AND IT WANTS TO JOIN
WITH ME -- TO COVER
ITSELF WITH ME...

... TO BATHE IN MY
BLOOD SO THAT WE
WILL BE TOGETHER.

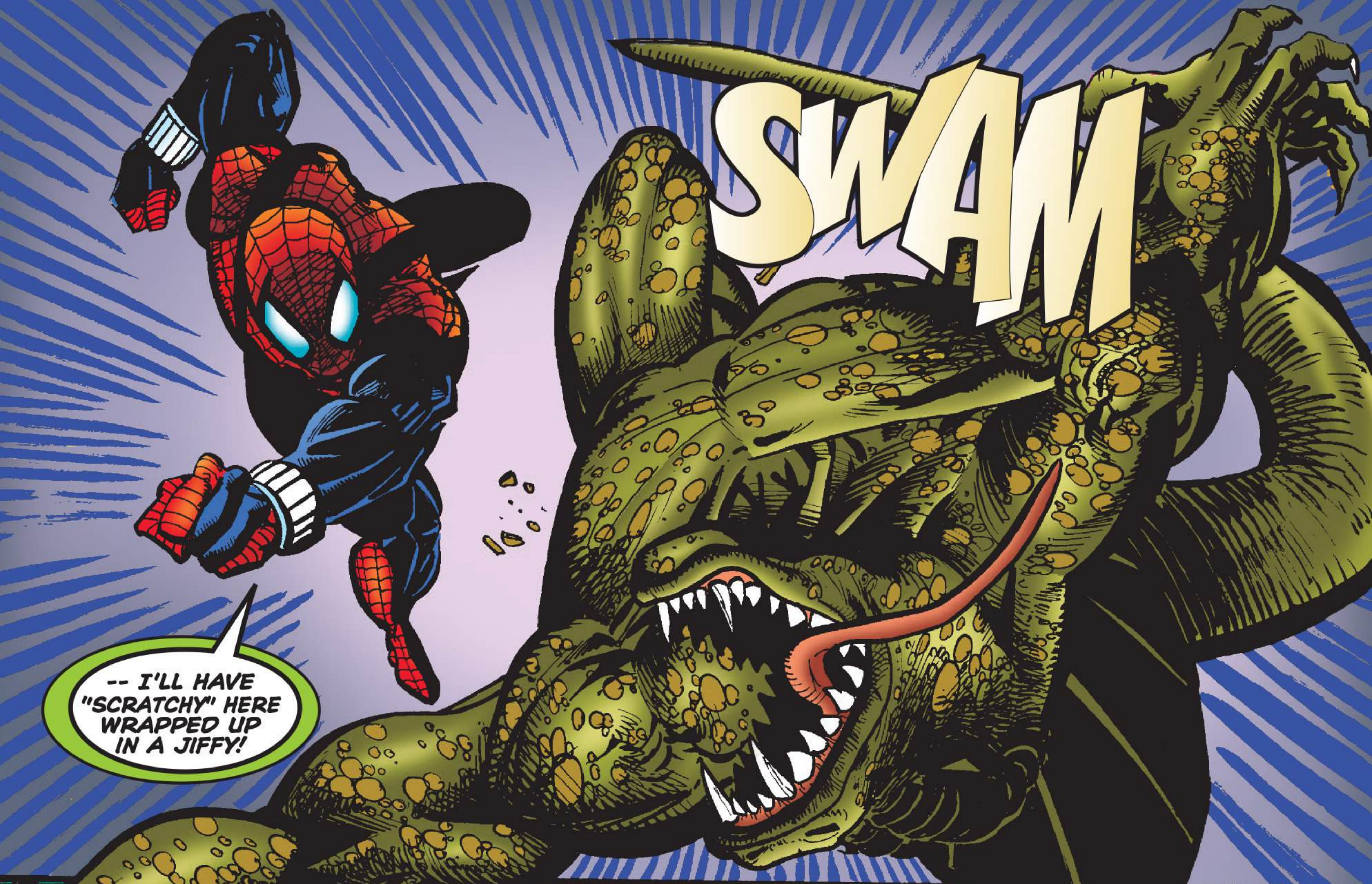
COMPLETE.

AND THERE'S NOTHING I
CAN DO -- TO STOP THIS
MONSTER, TO SAVE MY
SON -- NOTHING!

UNLESS...

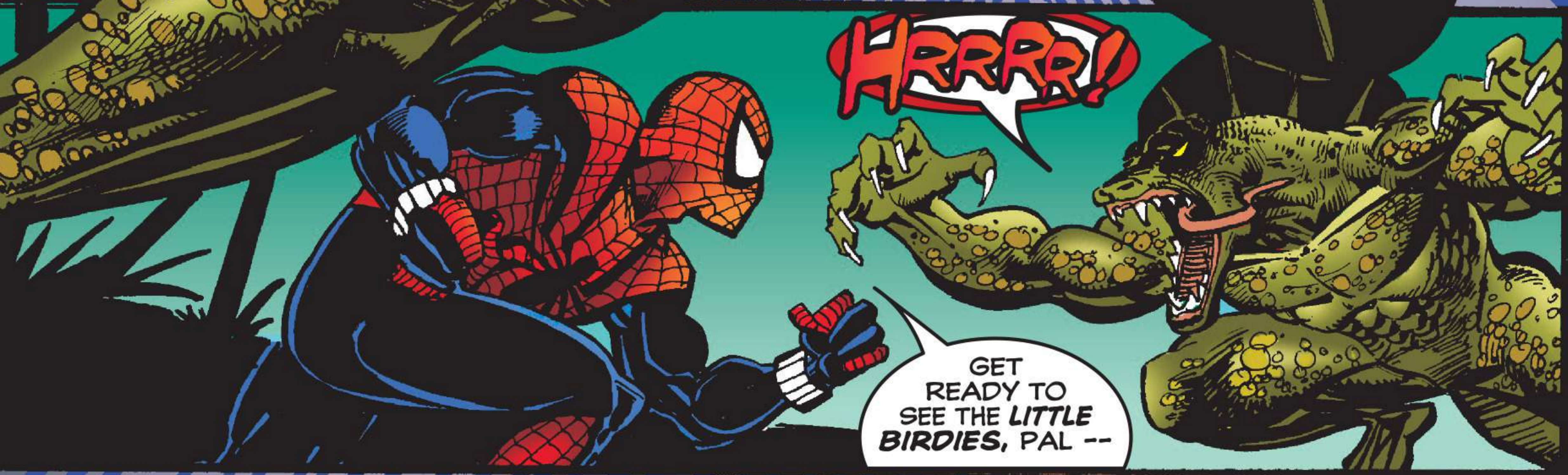
... UNLESS ...

DON'T
YOU WORRY
ABOUT A THING
IN THERE,
DOC --



SWAM

-- I'LL HAVE
"SCRATCHY" HERE
WRAPPED UP
IN A JIFFY!



HRRRR!

GET
READY TO
SEE THE LITTLE
BIRDIES, PAL --



POW

-- 'CAUSE
I'M ABOUT TO
PUT YOU DOWN --
FOR GOOD!



RREOOO
KRAK

WHAT'S THE
MATTER,
SNACKY,
DID I --

KRAK...?!



SSSSSPIDER-MAN!

YOU
WARM MEAT
ARE ALWAYS SO
OPTIMISSTIC...

NEXT:

SUDDEN SACRIFICES!

SPIDEY FACES CERTAIN DEATH
AT THE HANDS OF THE

ORIGINAL LIZARD!

(AND A MOST UNLIKELY HERO
EMERGES TO SAVE THE DAY!)

BE HERE IN THIRTY FOR THE DEBUT
OF SPECTACULAR NEW ARTIST:

LUKE ROSS!

MARVEL
COMICS



SPIDER-MAN

OCT '96

239

THE SPECTACULAR

SPIDER-MAN

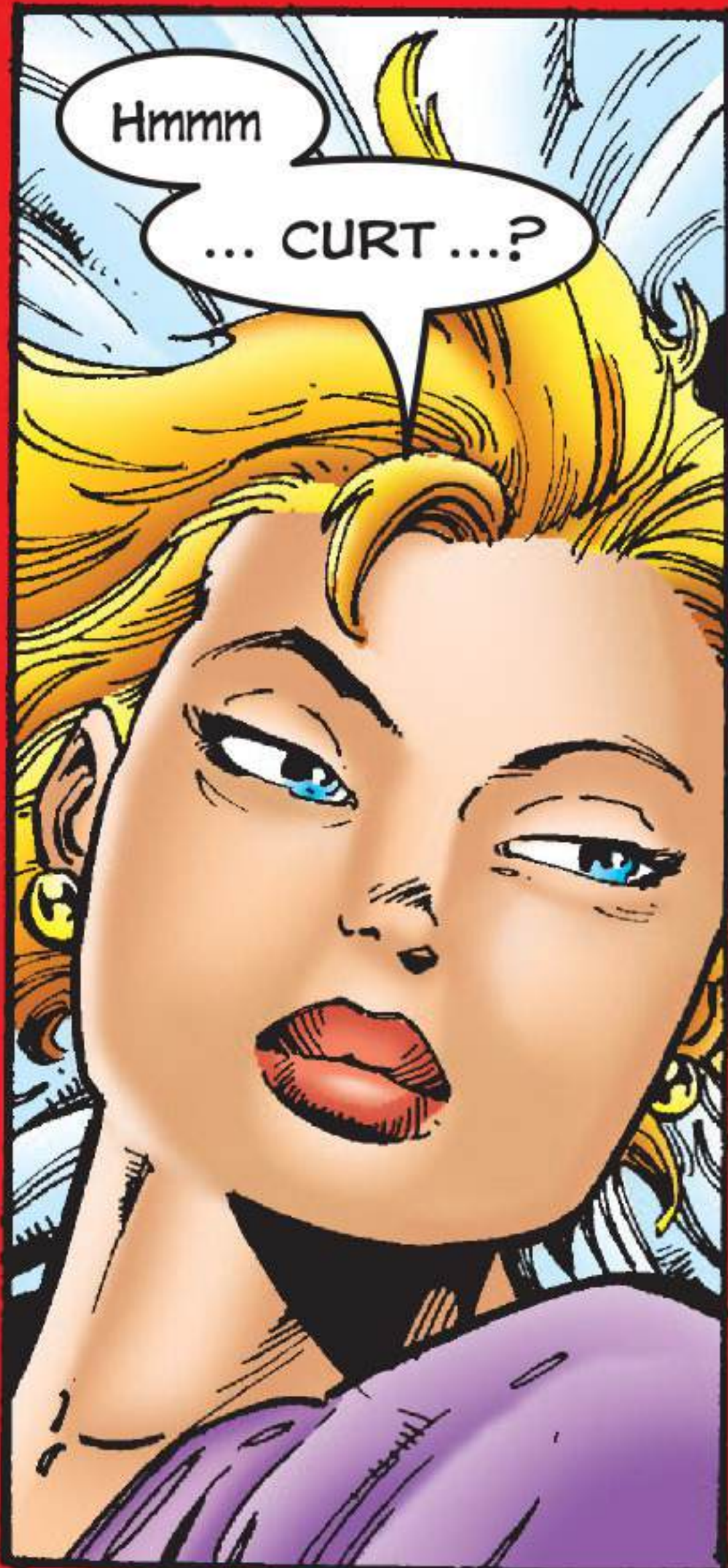
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A LIZARD'S Tale

LUKEROSS

KRESH



Hmmm
... CURT ...?



10:29?!
WHY HASN'T
HE COME TO
BED YET?

HE WAS
GOING TO WAIT
UP FOR BILLY...
BUT HE WAS
SUPPOSED TO BE
HOME AN HOUR
AGO! IS HE STILL --

WHAT WAS
THAT?!?



HER NAME IS
MARTHA
CONNORS.

WIFE OF BRILLIANT
HERPETOLOGIST,
Dr. CURT CONNORS.

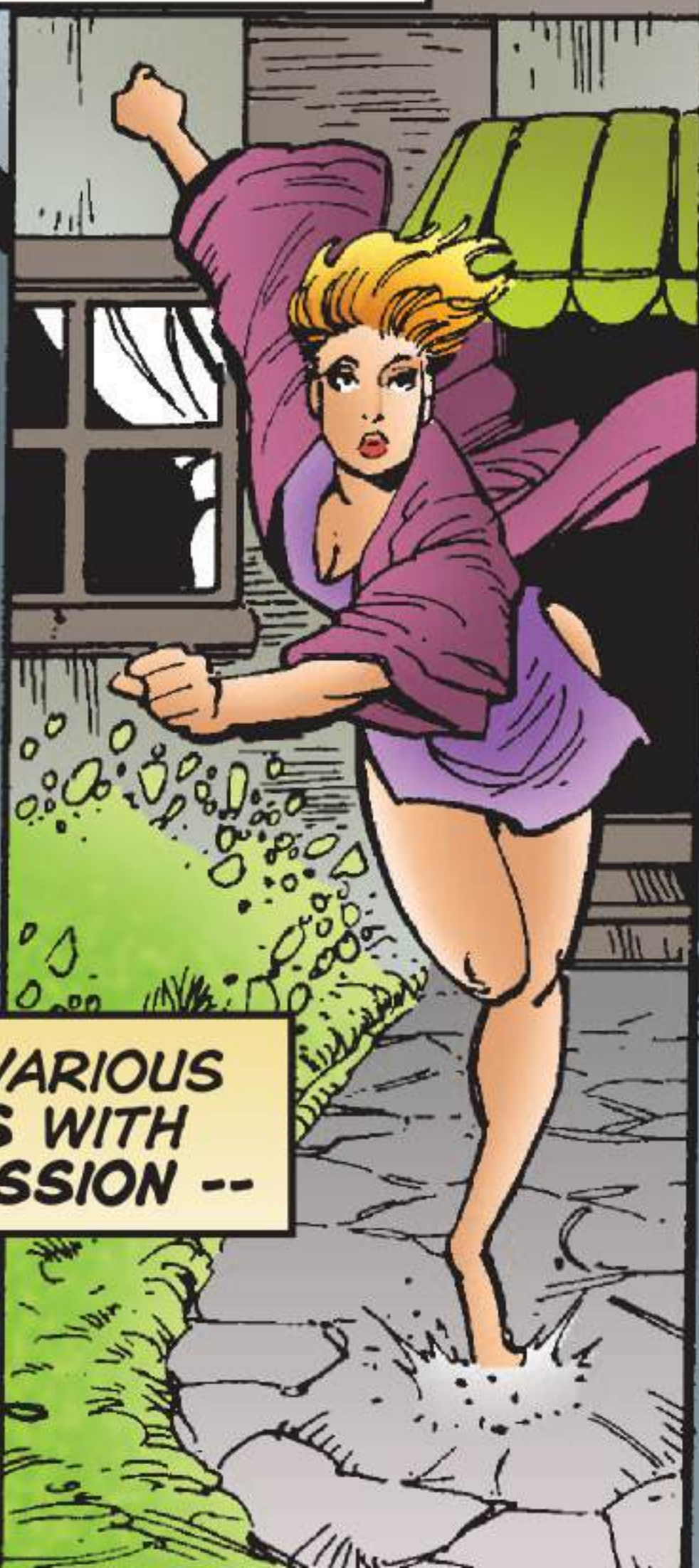
MOTHER
TO BILLY.

IN RECENT YEARS SHE
HAS LEARNED TO BE
MORE... FLEXIBLE... IN
HER THINKING -- MORE
ADAPTABLE --

-- THIS, STEMMING
FROM HER NEED TO
COPE WITH HER
HUSBAND LOSING
AN ARM --

-- THAT, AND THE FACT
THAT HE OCCASIONALLY
TRANSFORMS INTO A
RAGING, RAMPAGING --

-- HIS VARIOUS
BOUTS WITH
DEPRESSION --



STAN LEE
Profoundly
Presents:
THE SPECTACULAR
SPIDER-MAN
in:

SUDDEN SACRIFICES

BROUGHT TO YOU BY:

TODD DEZAGO Script
LUKE ROSS Pencils
JOHN STANISCI Inks
RICHARD STARKINGS and
COMICRAFT Letters
JOHN KALISZ Colors
RALPH MACCHIO Editor
BOB HARRAS Chief

-- LIZARD!

YET, DESPITE HER "MENTAL
RESILIENCY," THE RASPING
VOICE THAT MARTHA CONNORS
HEARS AS SHE APPROACHES
HER HUSBAND'S LAB --

-- REMINDS HER THAT
THERE IS STILL ONE
SOUND THAT CAN TURN
HER SPINE TO ICE!!

SSPIDER-MAN!
YOU ARRIVE TOO
LATE... TO SSAAVE
THE DOCTOR!

MOMENTS
BEFORE YOUR
APPEARANCE,
CONNORS CHOSE
TO RELEASSE
ME...

TO PROTECT
THE BOY... FROM
THE MINDLESSSS
MOCKERY AT
YOUR FEET!

LESSER OF
TWO EVILS, I
SSSUPPOSE... I
MUST COMMEND
HIM ON HIS
SSACRIFICE!



AND
NNNOW, IT
WILL BE SSSO
SSSIMPLE...

... TO
SSSNAP
YOUR NECK
ASSSSSS
WELL!

ZOWIE!

THE LIZARD'S
MORE **POWERFUL** --
AND MORE **MURDEROUS** --
THAN EVER BEFORE!
I CAN **HEAR** IT IN
HIS VOICE --

THRASH

-- SEE IT IN
THOSE COLD,
INHUMAN
EYES!

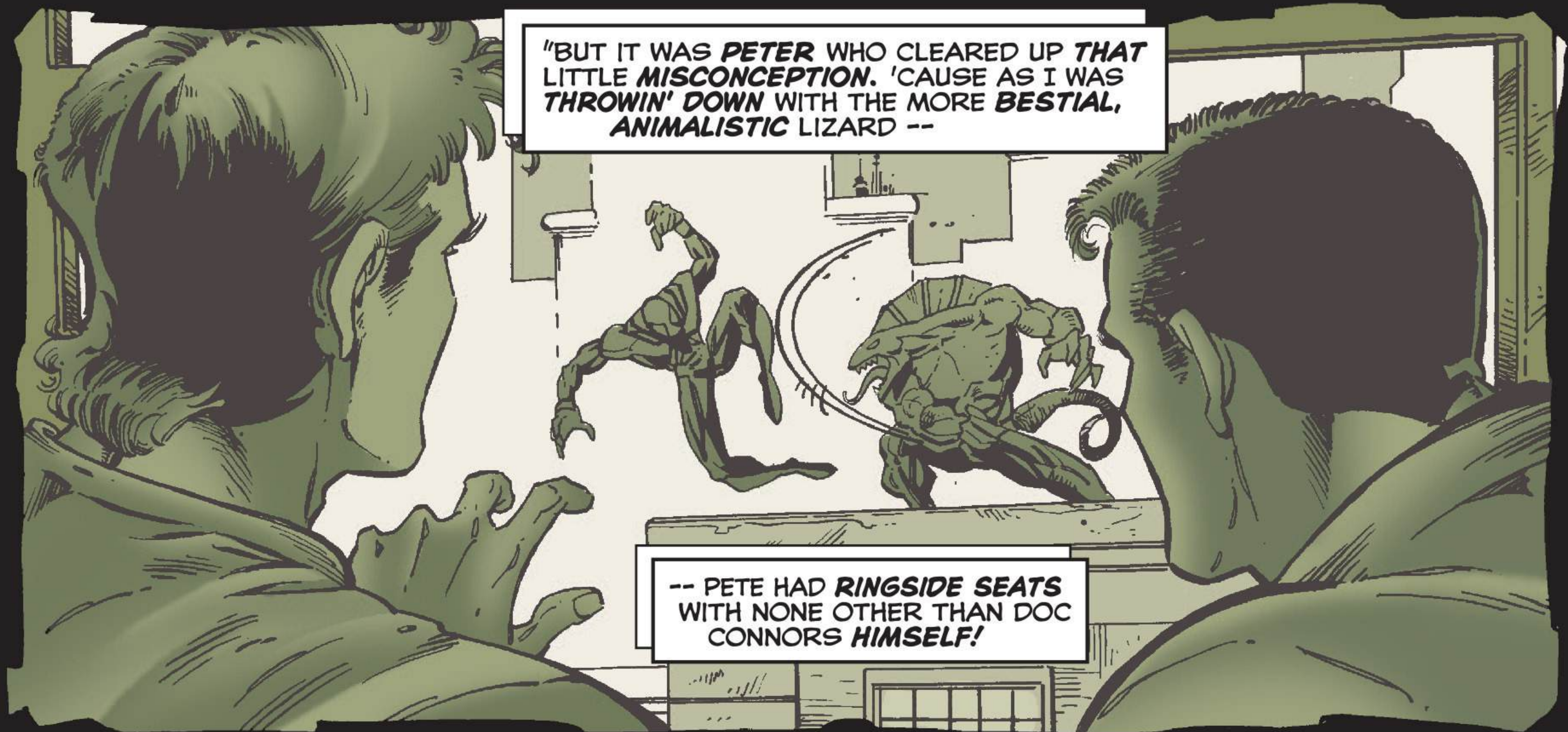
CALCULATING...
PREDATORY...
PRIMAL!

I CAME
TO FLORIDA TO
TRY TO **HELP** DOC
CONNORS -- I
FIGURED IT WAS
ONLY **RIGHT** --

"-- SINCE HE SHOWED UP
IN **NEW YORK** A WEEK AGO,
TRYING TO FIND A CURE FOR
PETER WHO, AT THE TIME,
WE THOUGHT WAS **DYING**!

"AND, OF COURSE, WHERE THERE'S
CONNORS -- THE **LIZARD** CAN'T BE
FAR BEHIND! -- OR SO I THOUGHT...!





"BUT IT WAS **PETER** WHO CLEARED UP **THAT** LITTLE **MISCONCEPTION**. 'CAUSE AS I WAS **THROWIN'** DOWN WITH THE MORE **BESTIAL**, **ANIMALISTIC** LIZARD --

-- PETE HAD **RINGSIDE SEATS** WITH NONE OTHER THAN **DOC CONNORS HIMSELF!**



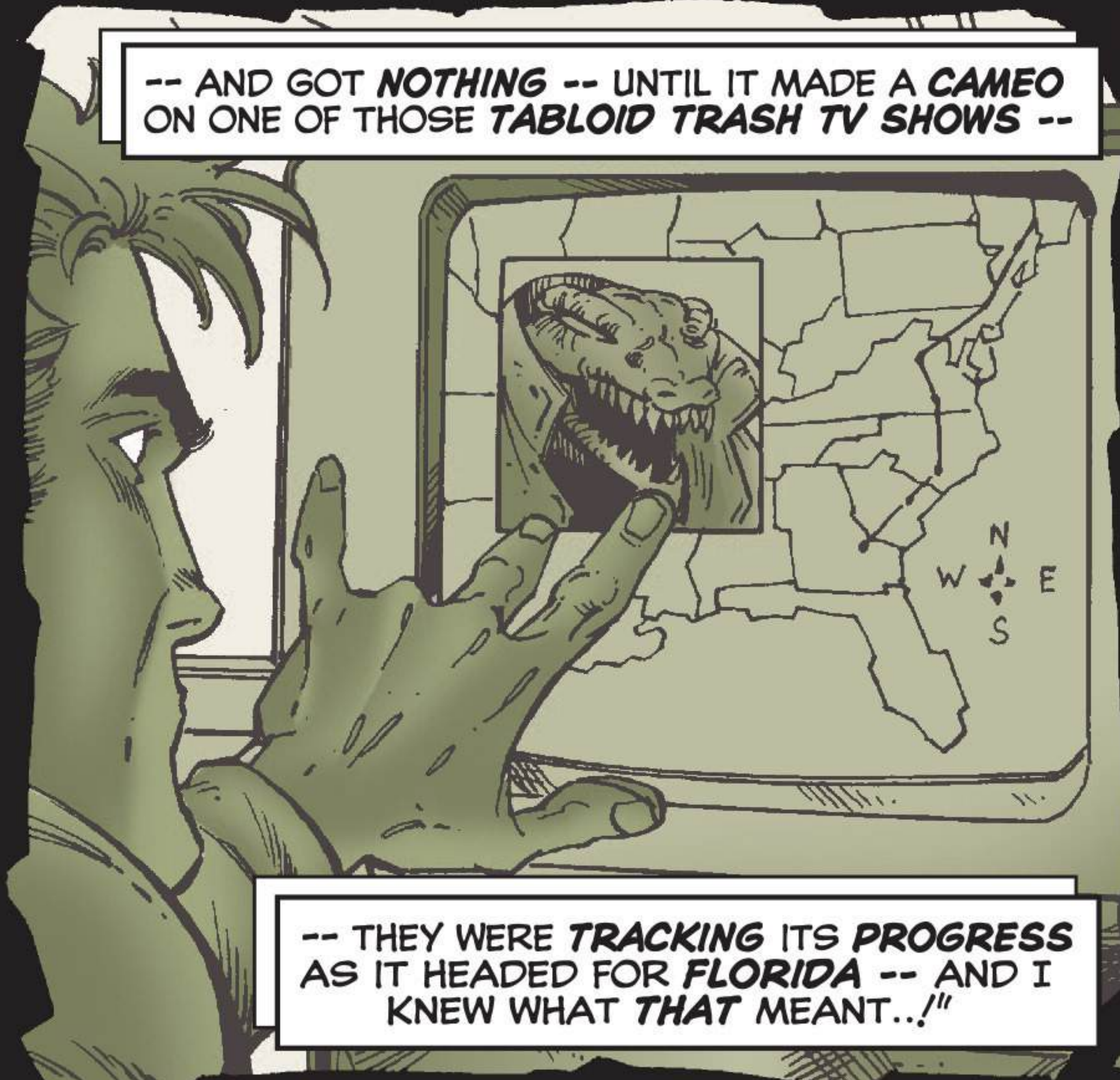
"EVEN THOUGH HE WAS **POWERLESS**, PETER TRIED TO **LEND A HAND...** BUT...

"... **WELL ...**

... "THE **MONSTROUS** LIZARD PULLED A **KAISER SOZE!** **VANISHED!**



"I SEARCHED --



-- AND GOT **NOTHING** -- UNTIL IT MADE A **CAMEO** ON ONE OF THOSE **TABLOID TRASH TV SHOWS** --

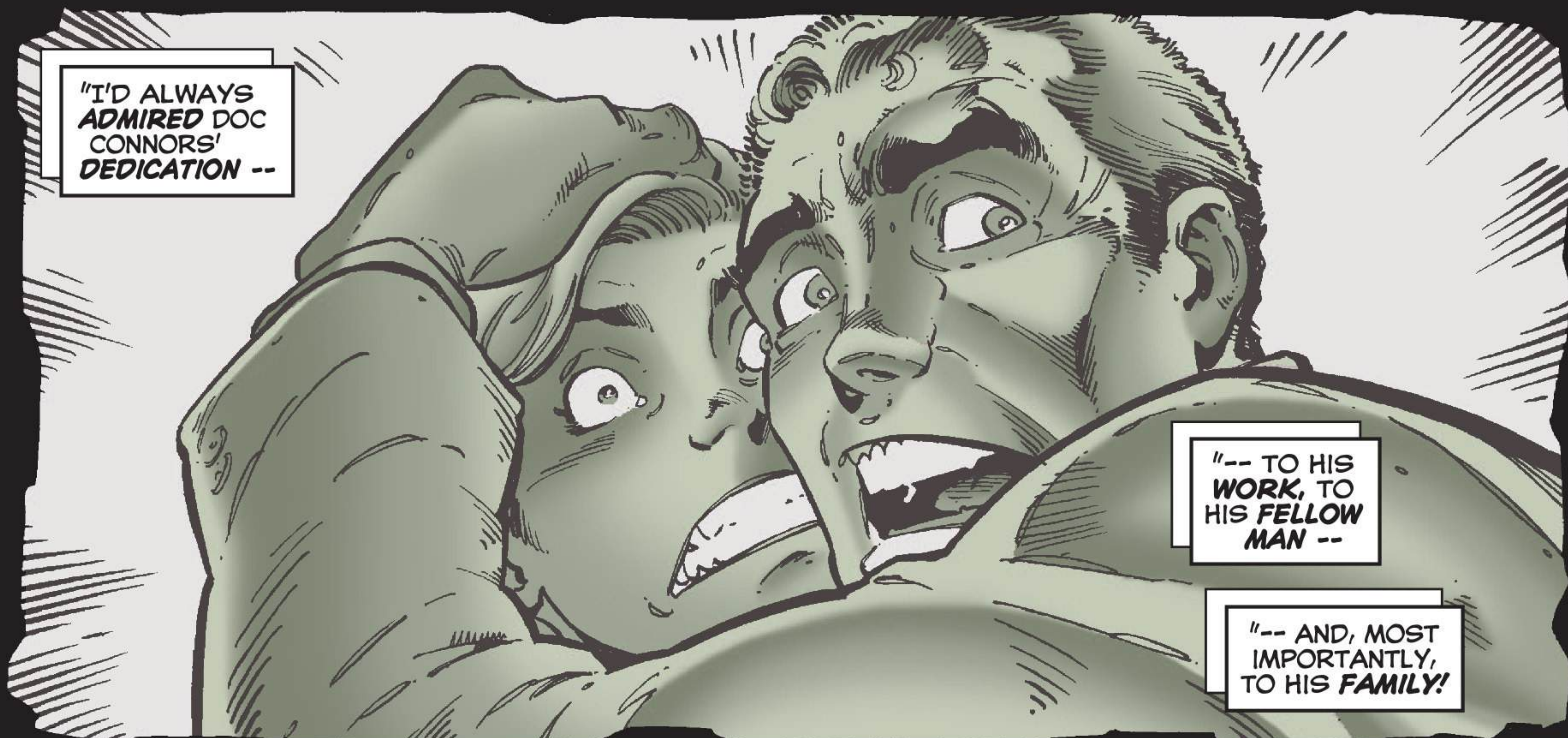
-- THEY WERE **TRACKING ITS PROGRESS** AS IT HEADED FOR **FLORIDA** -- AND I KNEW WHAT **THAT** MEANT..!"



... SO IT'S **GOTTA** BE AFTER THE **DOC!** THEY'RE IN **DANGER** FROM THAT **THING...**! AND **DEFENSELESS!**

I KNOW THINGS ARE **TIGHT**, BUT IF YOU GUYS COULD **SPOT ME** THE **CASH** --

NO PROB, BEN. I'VE A COUPLE OF **FREQUENT FLYER** TICKETS COMING TO ME FROM WORK...



"I'D ALWAYS
ADMIRED DOC
CONNORS'
DEDICATION --

"-- TO HIS
WORK, TO
HIS **FELLOW**
MAN --

"-- AND, MOST
IMPORTANTLY,
TO HIS **FAMILY!**



"YOU COULD TELL JUST BY **LOOKING**
AT **HIM** HOW MUCH THEY **MEANT** TO
HIM. HE WORE IT LIKE A **BANNER**.

"YOU COULD
SEE IT IN
HIS **EYES** --



"-- THAT HE
WOULD DO
ANYTHING
FOR THEM...



"I CAN'T **GUESS** -- CAN'T
EVEN **IMAGINE** -- WHAT HE
WAS **THINKING** -- WHAT WAS
GOING THROUGH HIS **MIND** --

"-- WHEN HE MADE
THE **DECISION**
HE MADE --



"-- WHEN HE
DID WHAT
HE **HAD**
TO **DO!**"



TO PROTECT **BILLY**,
HE **SACRIFICED**
HIMSELF --

-- TRANSFORMING
HIMSELF INTO
THE LIZARD --

-- TO TAKE
DOWN THE
MONSTER HE HAD
INADVERTENTLY
CREATED.

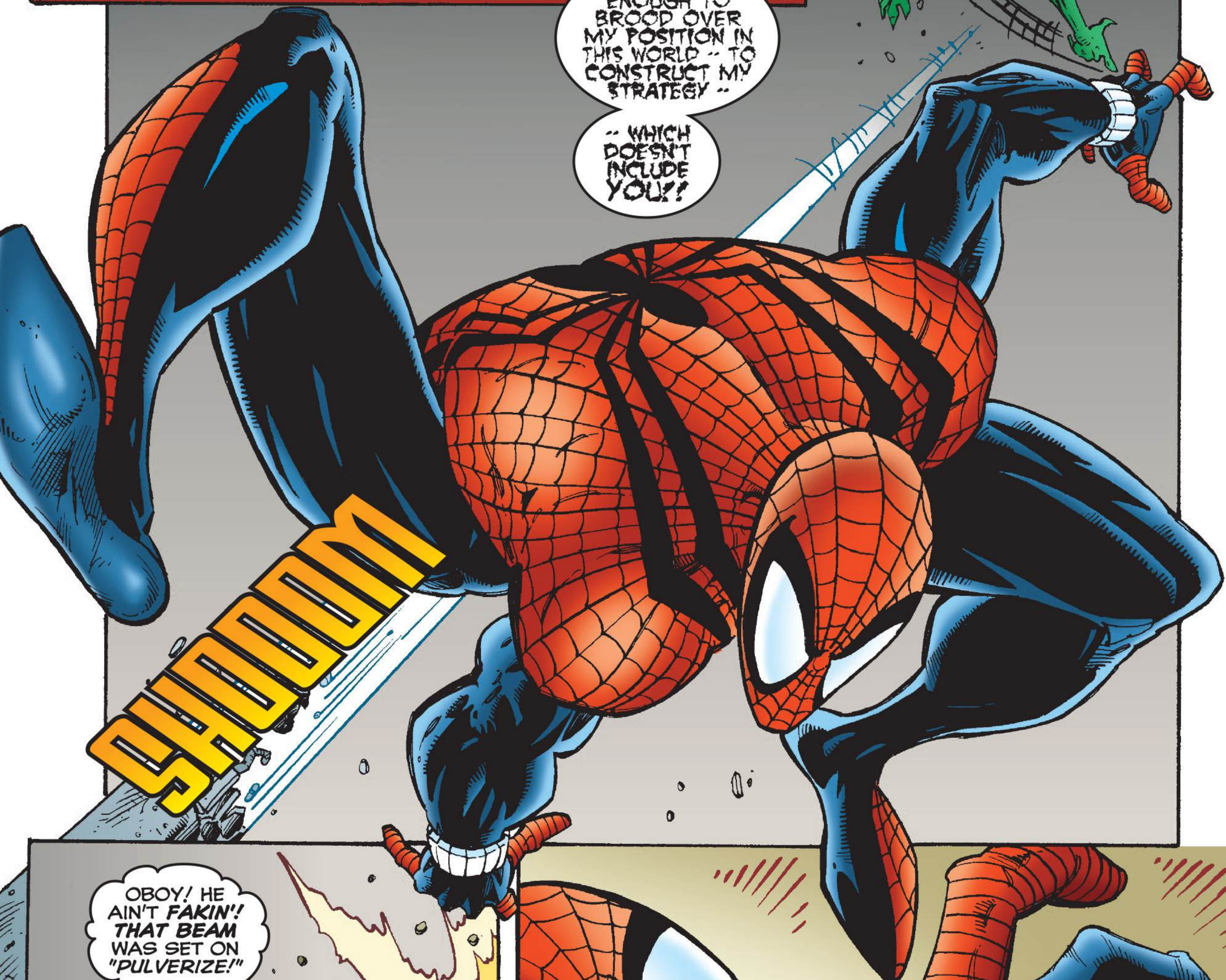
HAASSSS --



I'VE BEEN...
INSSIDE... FOR
A LONG TIME,
SSPIDER...!

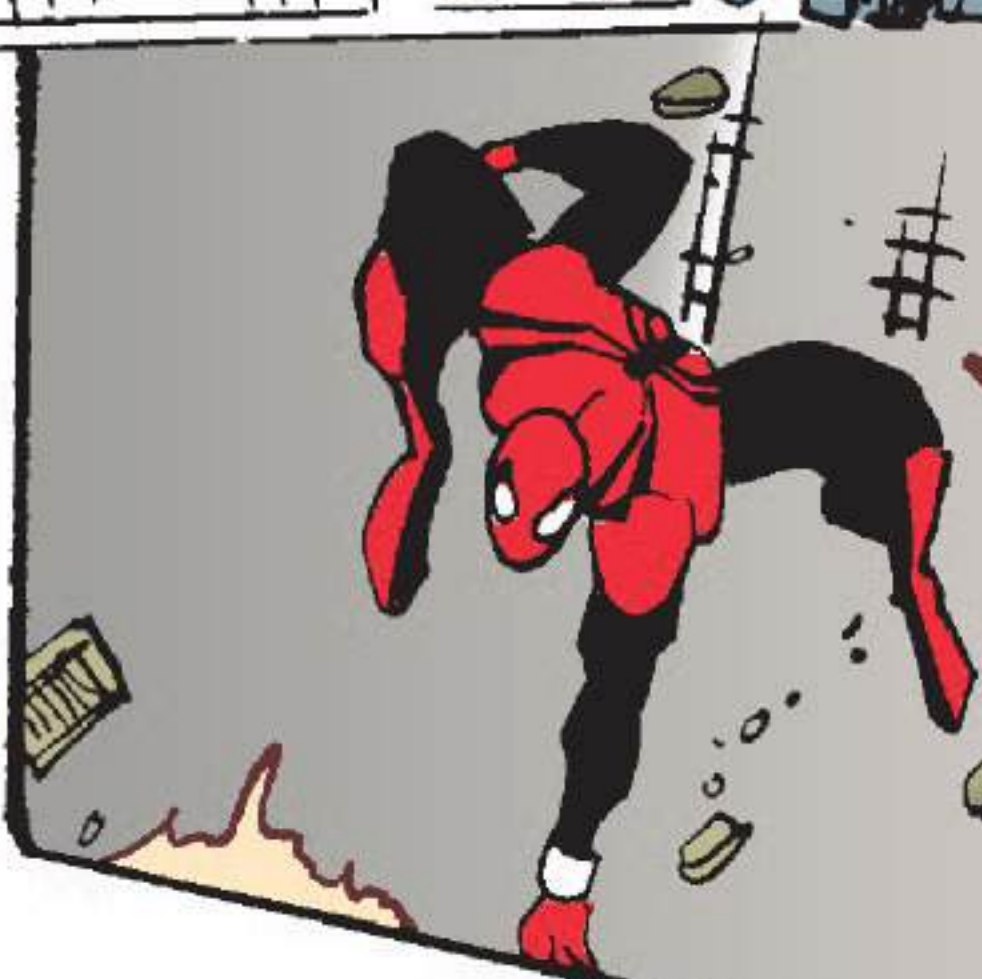
TIME
ENOUGH TO
BROOD OVER
MY POSITION IN
THIS WORLD -- TO
CONSTRUCT MY
STRATEGY --

-- WHICH
DOESN'T
INCLUDE
YOU?!



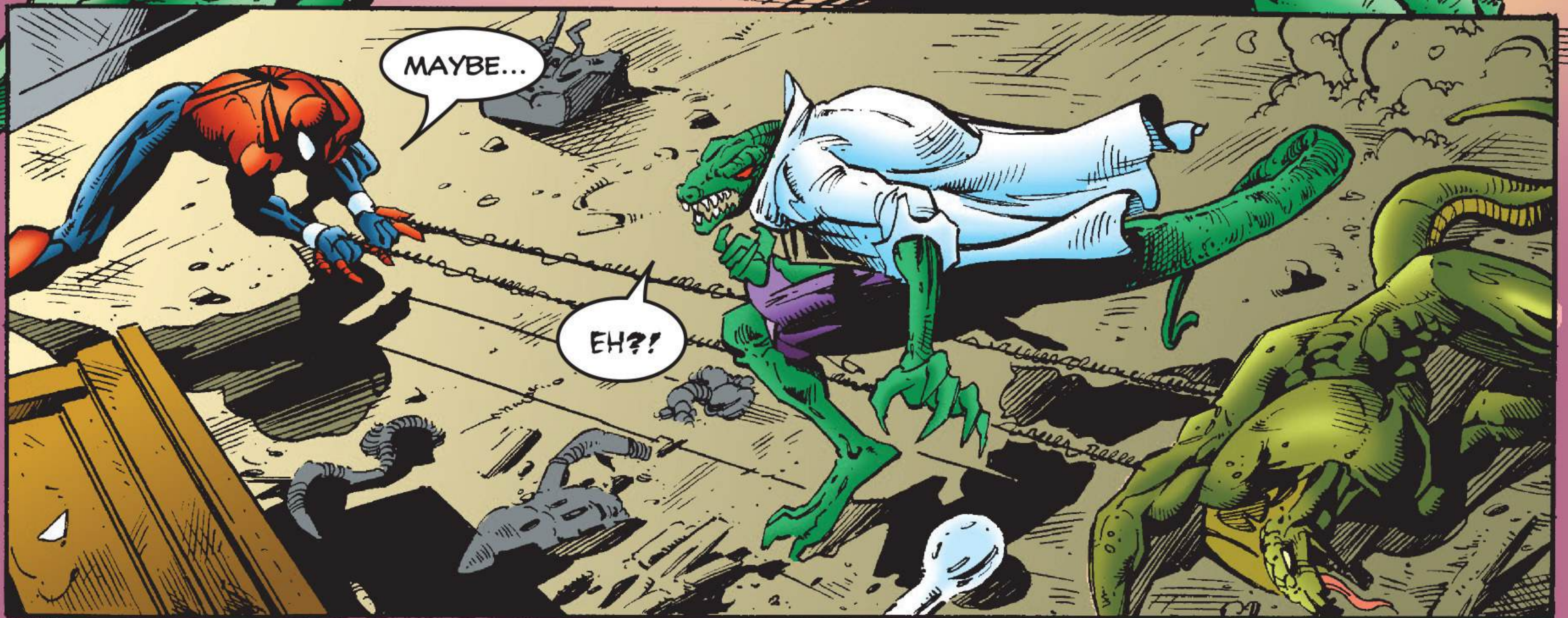
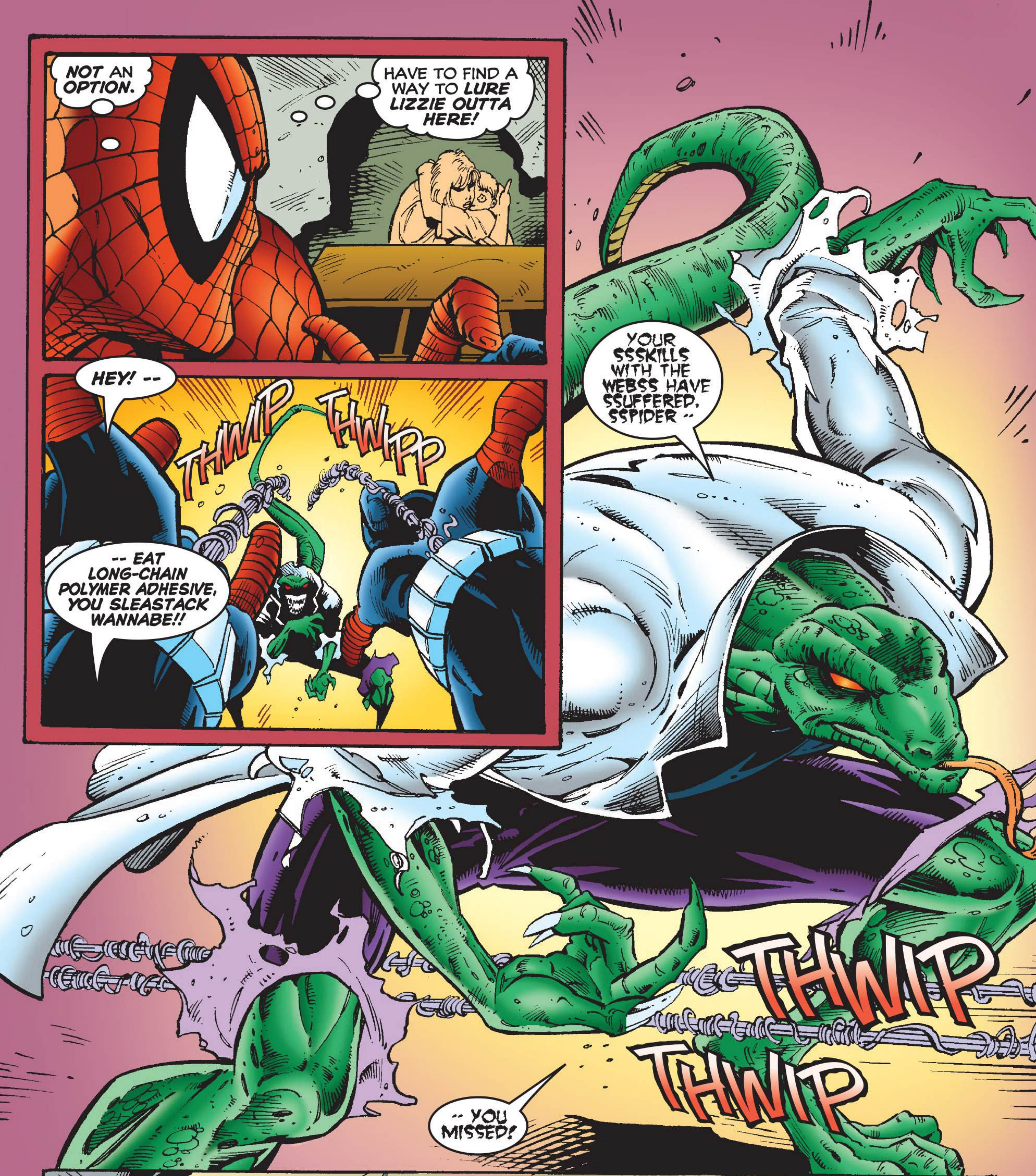
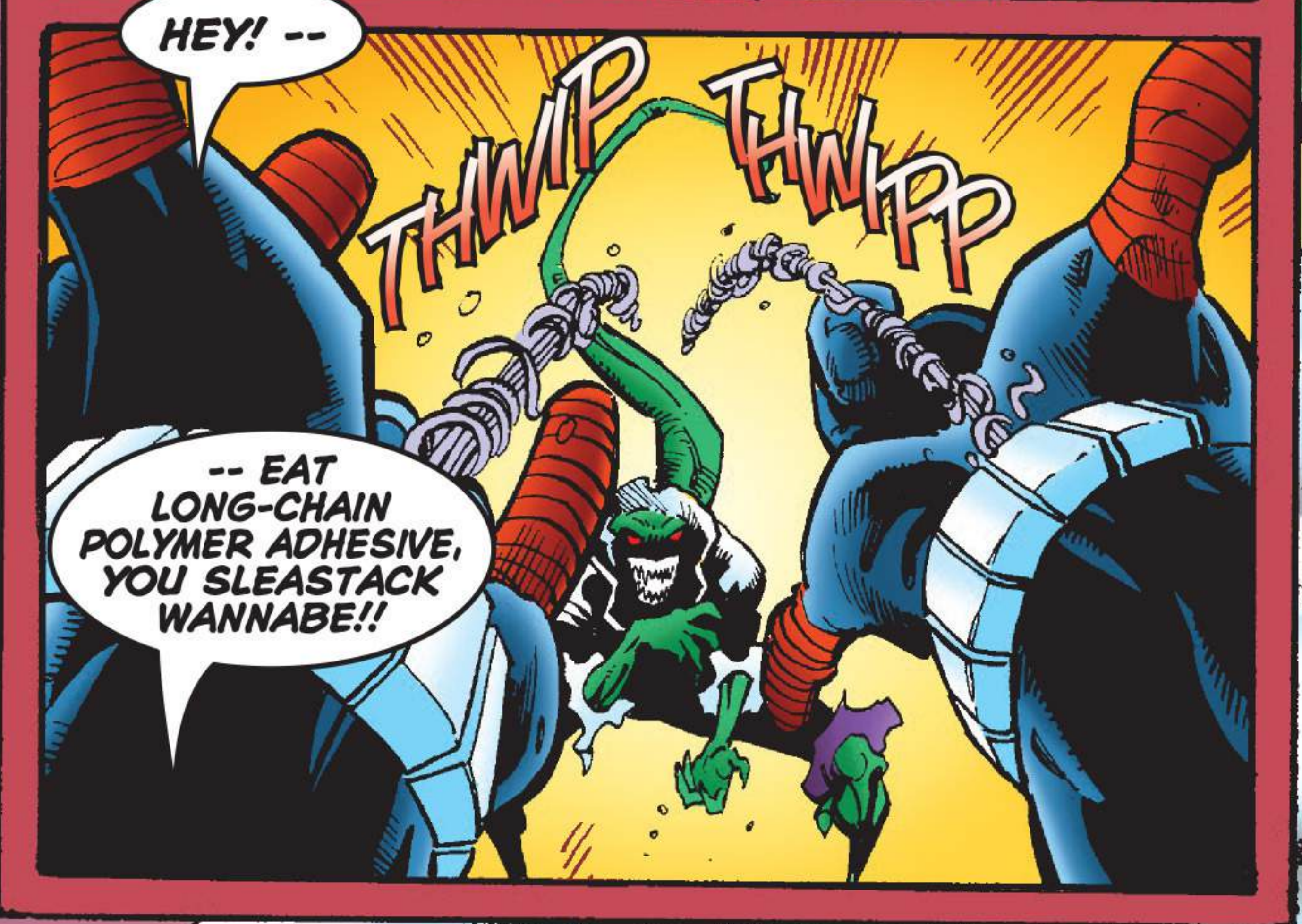
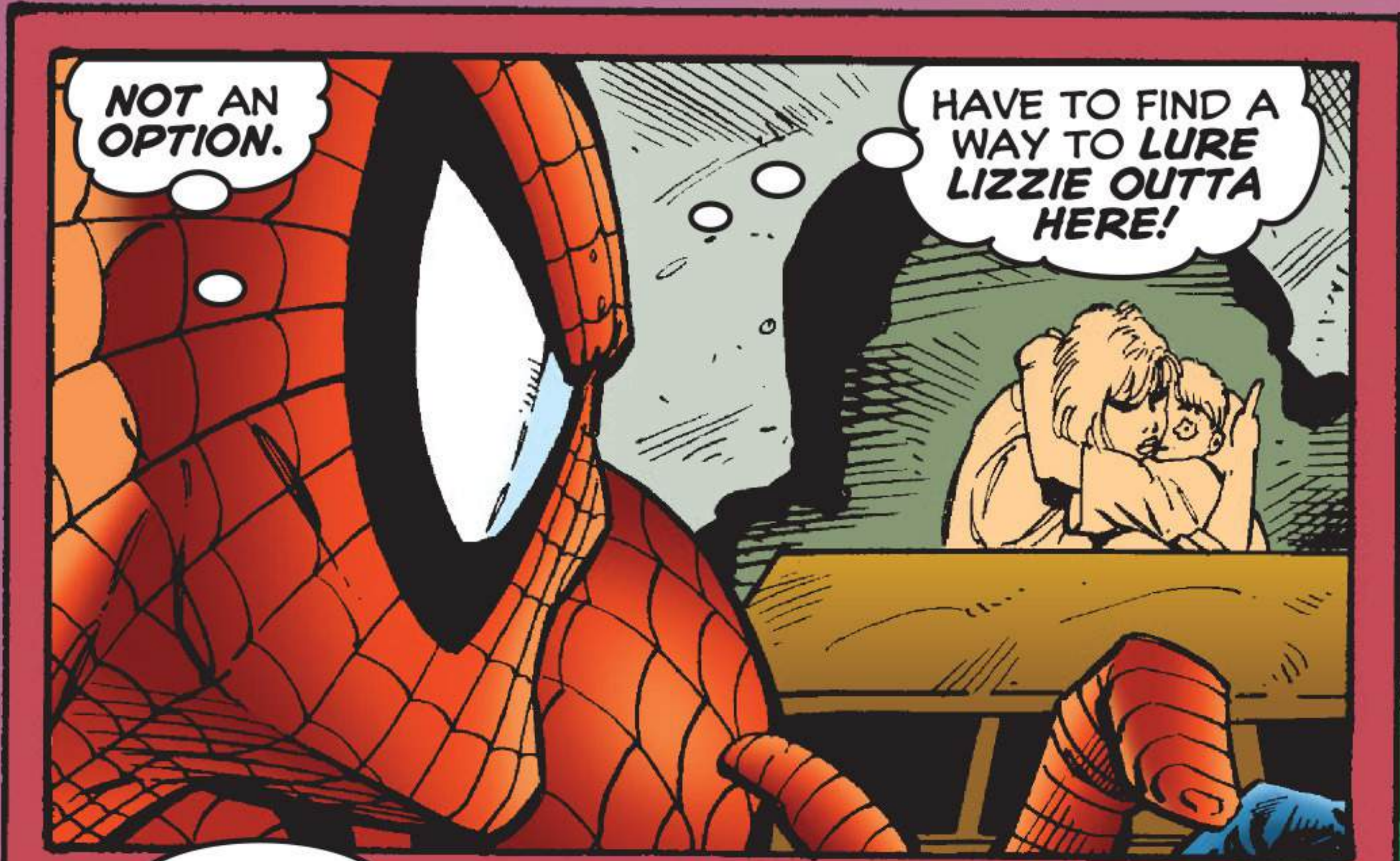
OBOY! HE
AIN'T FAKIN'!
THAT BEAM
WAS SET ON
"PULVERIZE!"

KRAMSH



INSTEAD,
IT'S TAKING
OUT THE ENTIRE
WALL...!

... HE'S
INADVERTENTLY
KNOCKED OUT ALL
THE **SUPPORT** -- THE
CEILING'S STARTING
TO **BUCKLE** -- THE
ROOF IS GETTING
READY TO
CAVE!



...MAYBE NOT!

FLOOMP

SSSSAAHH!

WELL, THAT REALLY PEARLED HIS HARBOR! NOW, IF HE'LL JUST FOLLOW THE SCRIPT!

-- OOF!

-- LIZZIE'S OFFENSIVE TACKLE SHOULD CARRY US OUT AND AWAY FROM THE LAB!

O-KAY. WE'RE OUT. YOU CAN STOP NOW.

HELL-OO. I SAID, OKAY!

OKAY. OKAY. OKAY. OKAY.



OF COURSE, YOU REALIZE, **WEBHEAD**, THAT BY TAKING THE FIGHT **OUTSIDE**, YOU'VE GIVEN HIM A TREMENDOUS **ADVANTAGE!** --



-- HE'S IN HIS **ELEMENT** HERE! I'M JUST A GUY **SLOGGIN'** AROUND IN A WET **SPIDER-SUIT...** BUT HIM --

-- HE'S **HOME!**



AND I CAN **SEE** IT --

-- SEE IT IN THOSE **BLACK, SOULLESS, PREDATOR'S** EYES --

-- HE'S **CALLING** THEM...!



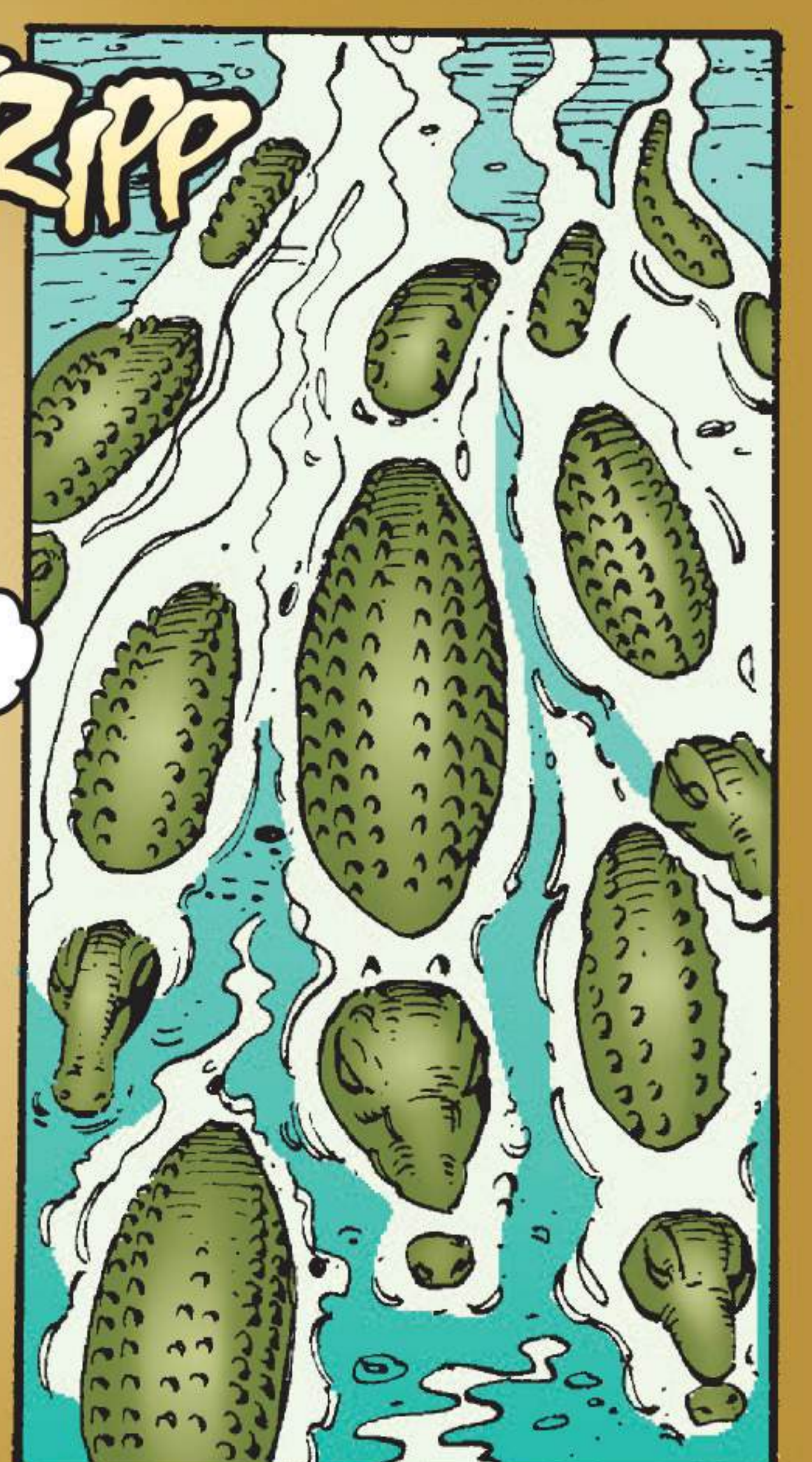
I'VE GOT TO TRY TO **HOUSE** HIM QUICK! -- **BREAK** HIS MENTAL CONNECTION...

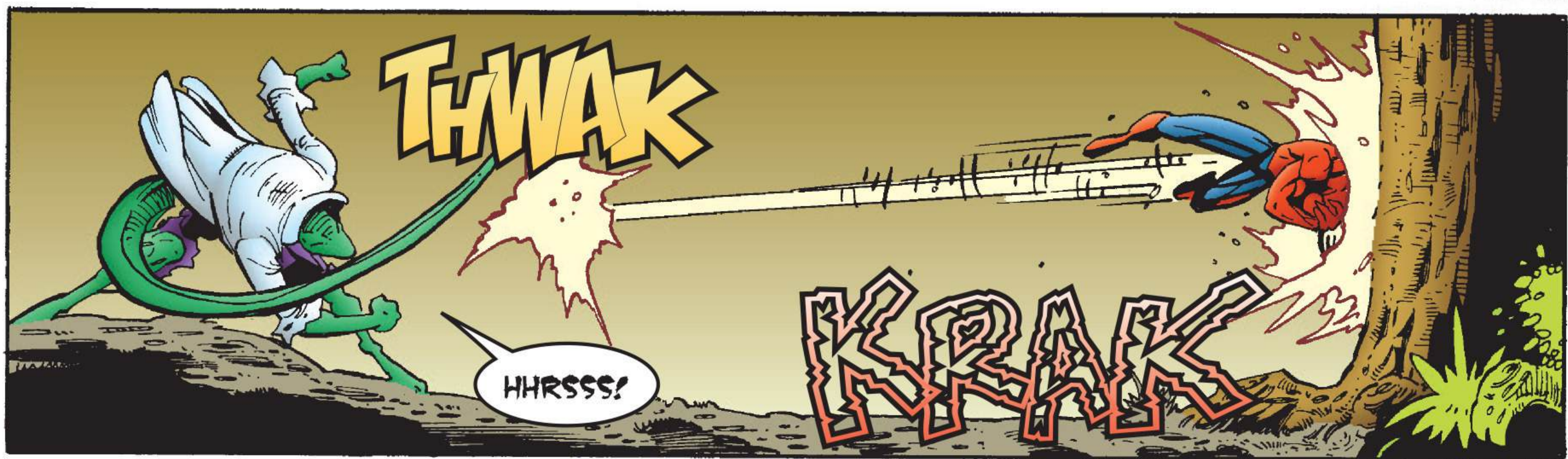
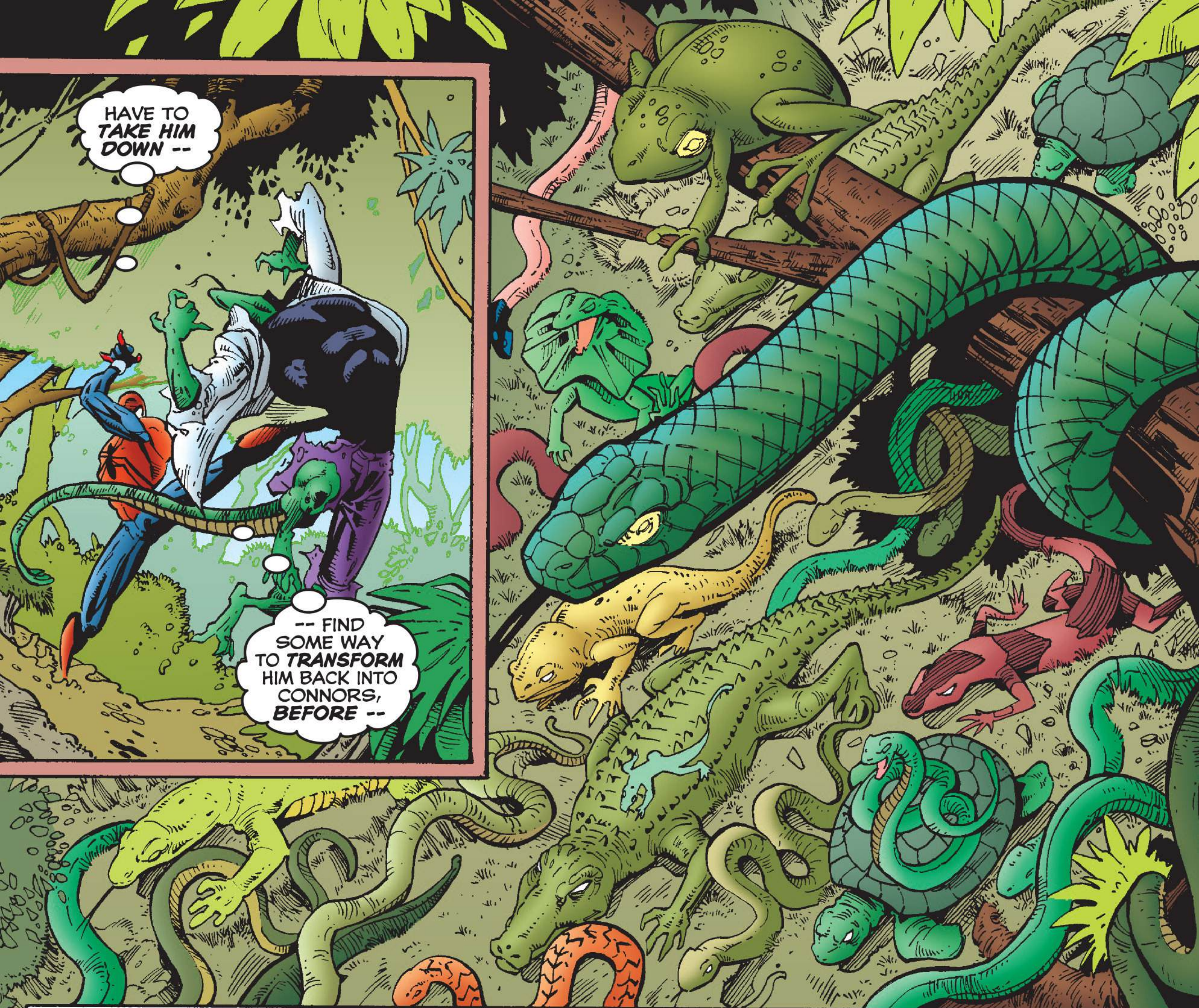


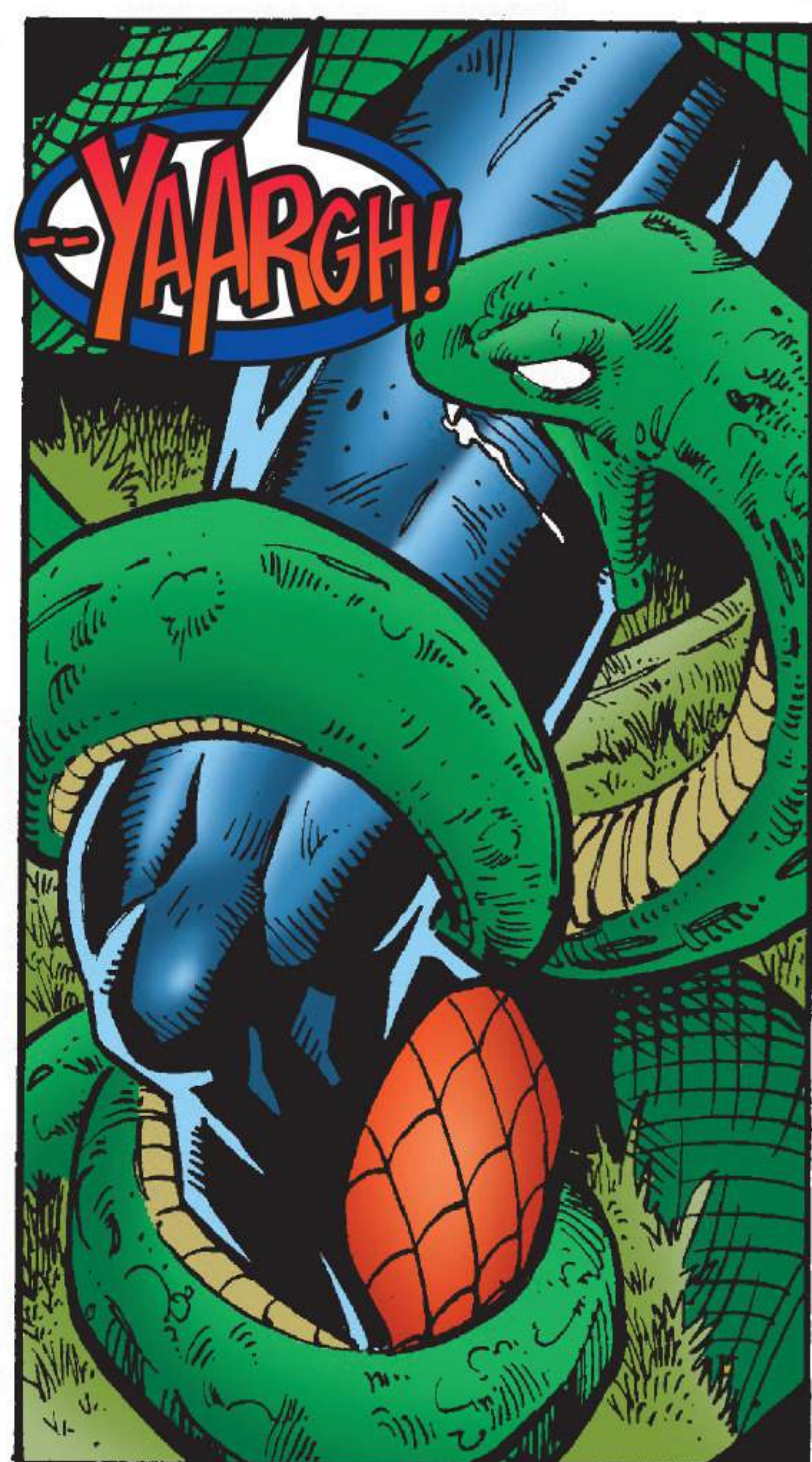
-- BUT HE'S **TOUGHER** THAN BEFORE --



-- **MORE** VICIOUS!

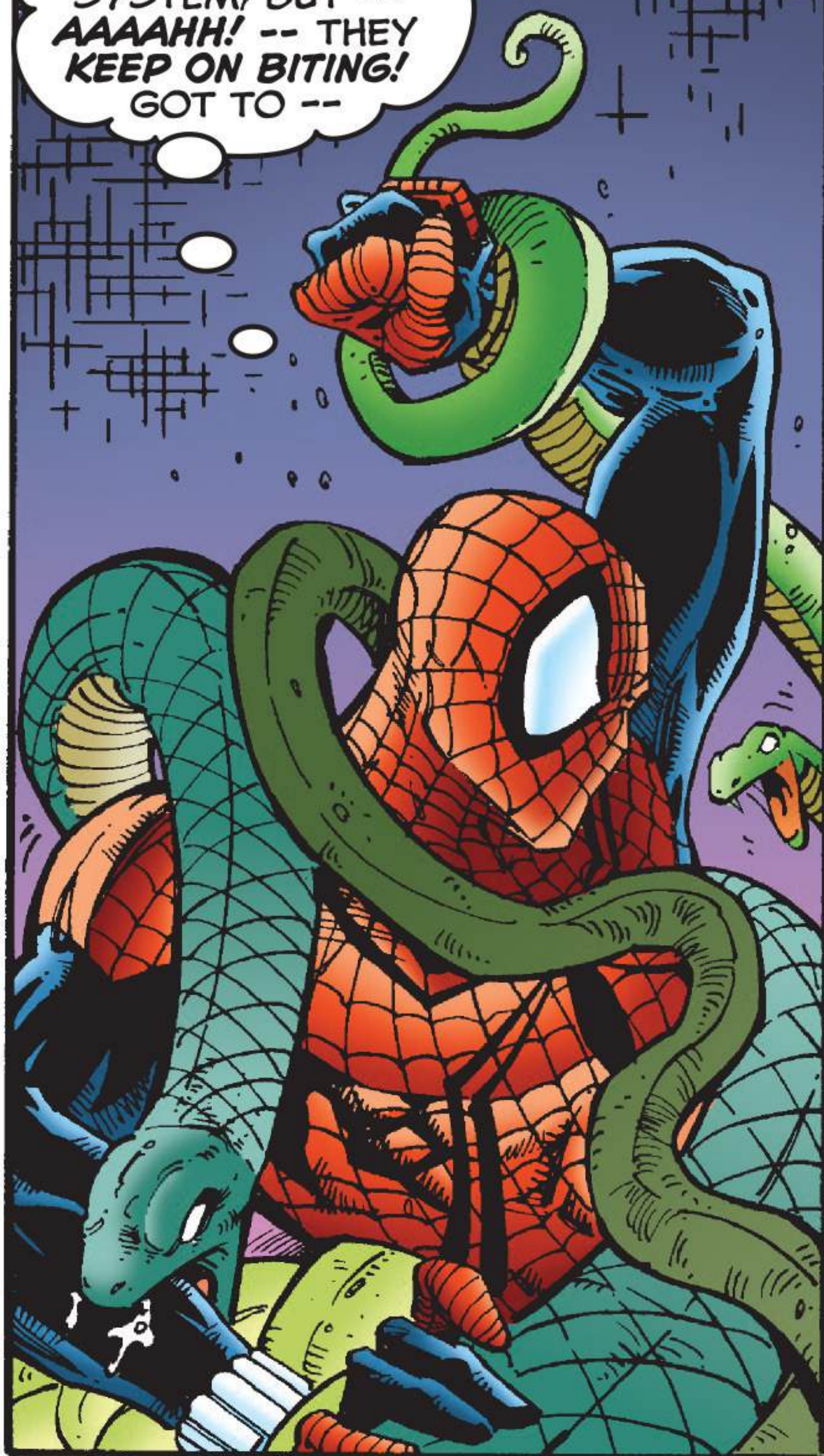






THE COTTONMOUTHS AND CORAL SNAKES REALLY MEAN -- YEEARGH! TROUBLE! MY SPIDERIZED METABOLISM MIGHT BE ABLE TO -- OWWW! --

-- SLOW DOWN HE POISON IN MY SYSTEM, BUT -- AAAHH! -- THEY KEEP ON BITING! GOT TO --



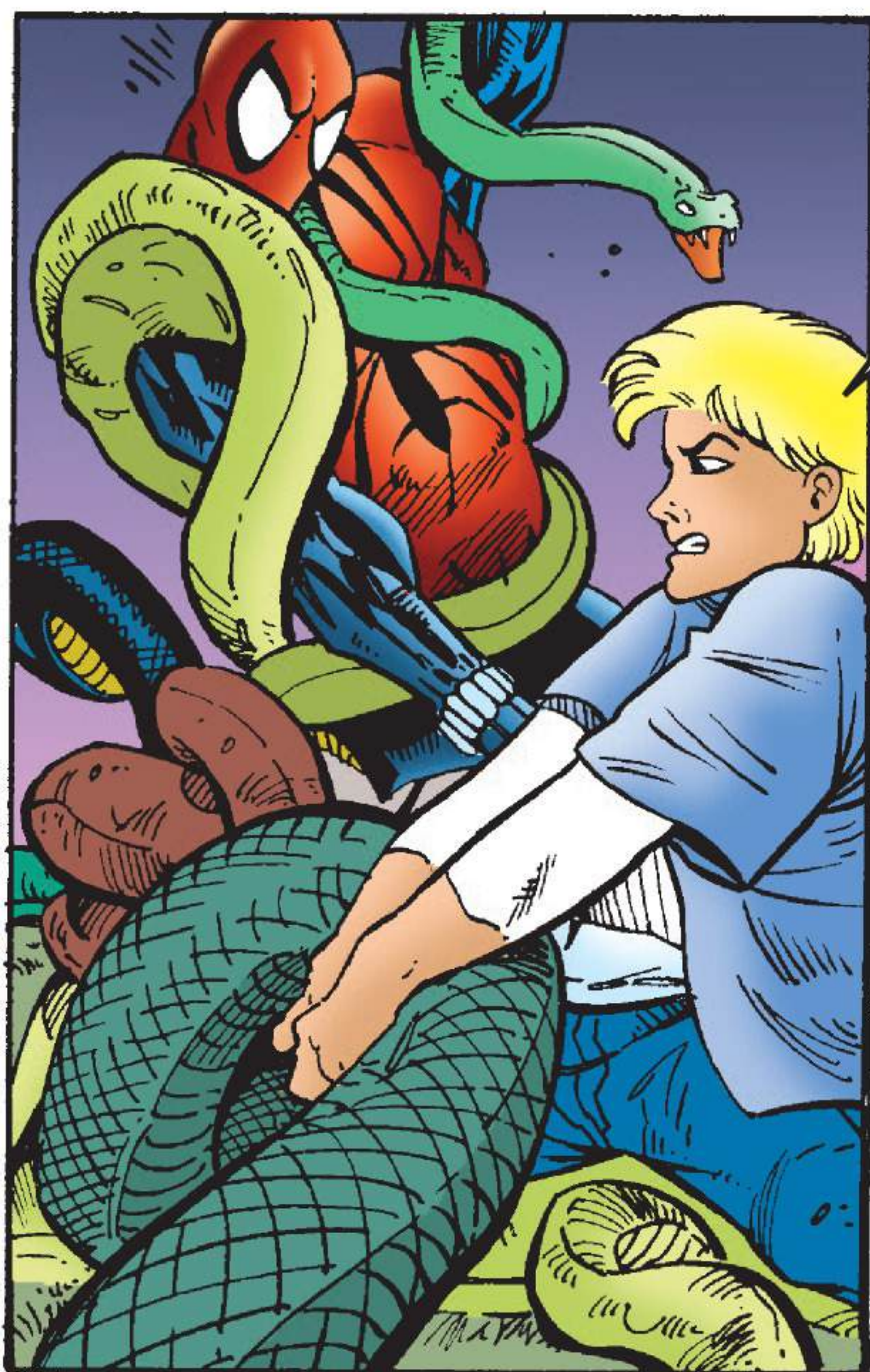
Nooooo!

STOP IT, DAD! -- STOP IT! DON'T YOU GET IT?!? HE'S TRYING TO HELP YOU!!



BILLY?

GO ON, BILLY! GET OUT OF HERE! YOU'RE IN DANGER OUT HERE! YOU --

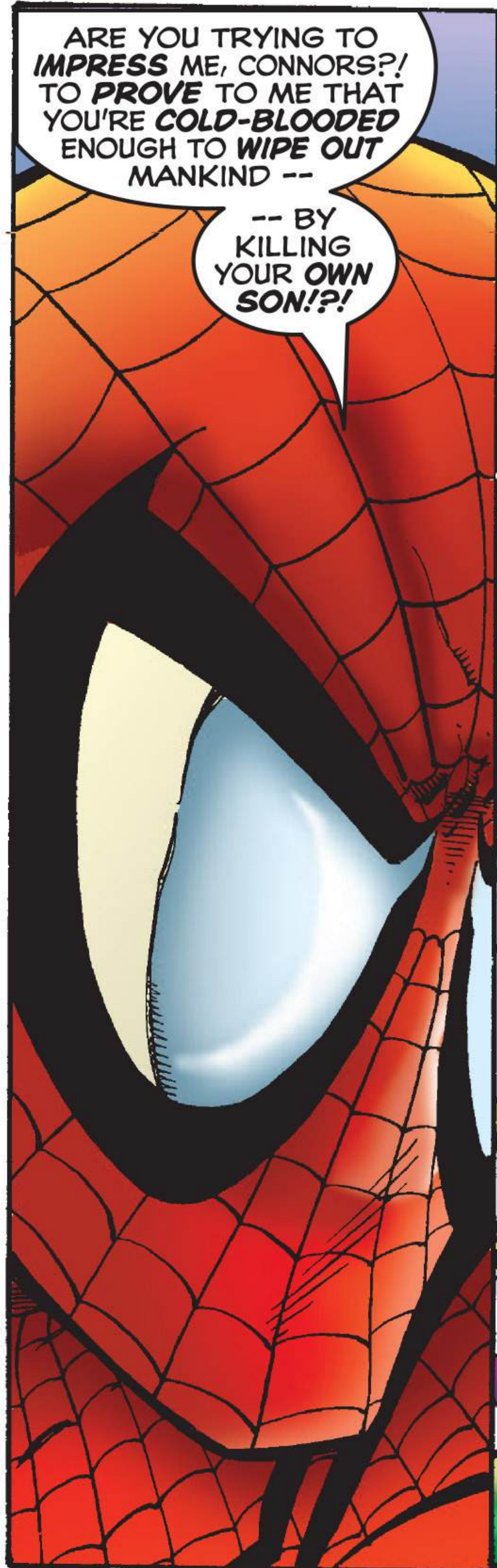


NO! I'M NOT IN DANGER! THAT'S MY DAD! HE WON'T LET THEM HURT ME! HE --



-- Huh?!?





ARE YOU TRYING TO **IMPRESS** ME, CONNORS?/
TO **PROVE** TO ME THAT
YOU'RE **COLD-BLOODED**
ENOUGH TO **WIPE OUT**
MANKIND --

-- BY
KILLING
YOUR **OWN**
SON!?!



YOU
APPEAL TO
ONE WHO CANNOT
HEAR YOU,
MAMMAL --

-- I DON'T
CARE.

THE
BOY IS
CONNORS'
WEAKNESS --



-- AND
CONNORS
ISN'T
HERE?

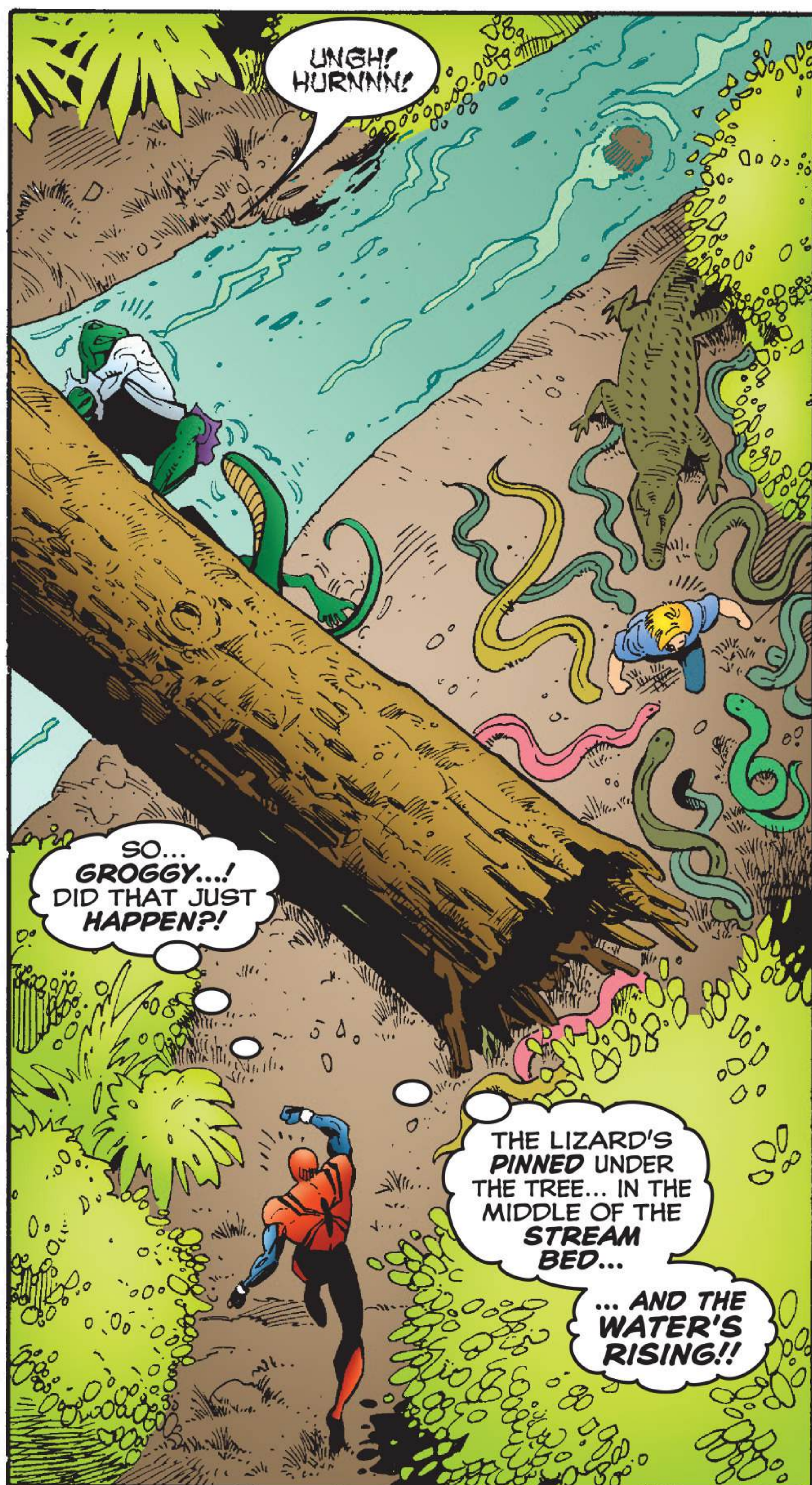
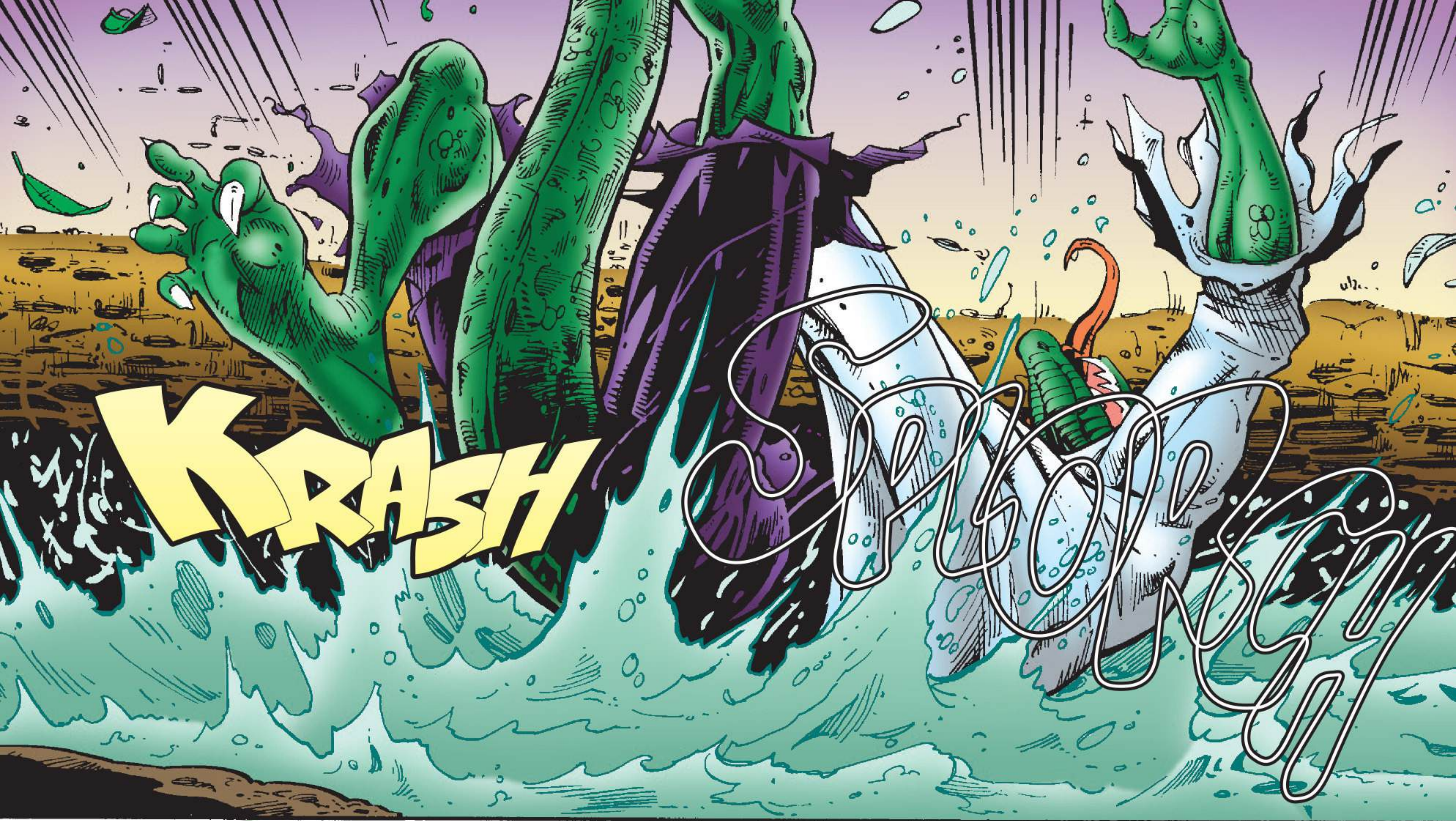


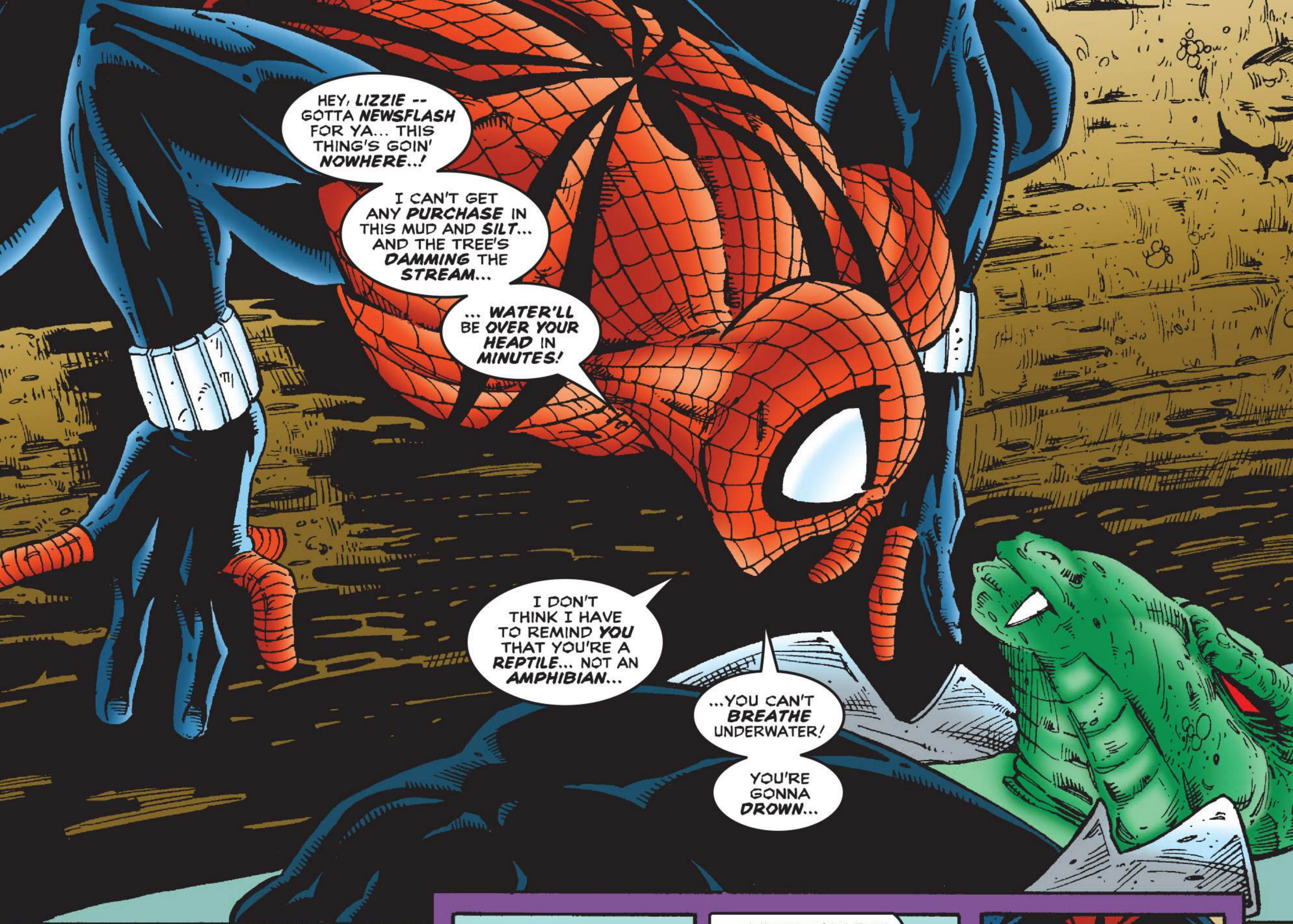
THRASH

KRAK

BUT
I AM!!







HEY, LIZZIE --
GOTTA NEWSFLASH
FOR YA... THIS
THING'S GOIN'
NOWHERE..!

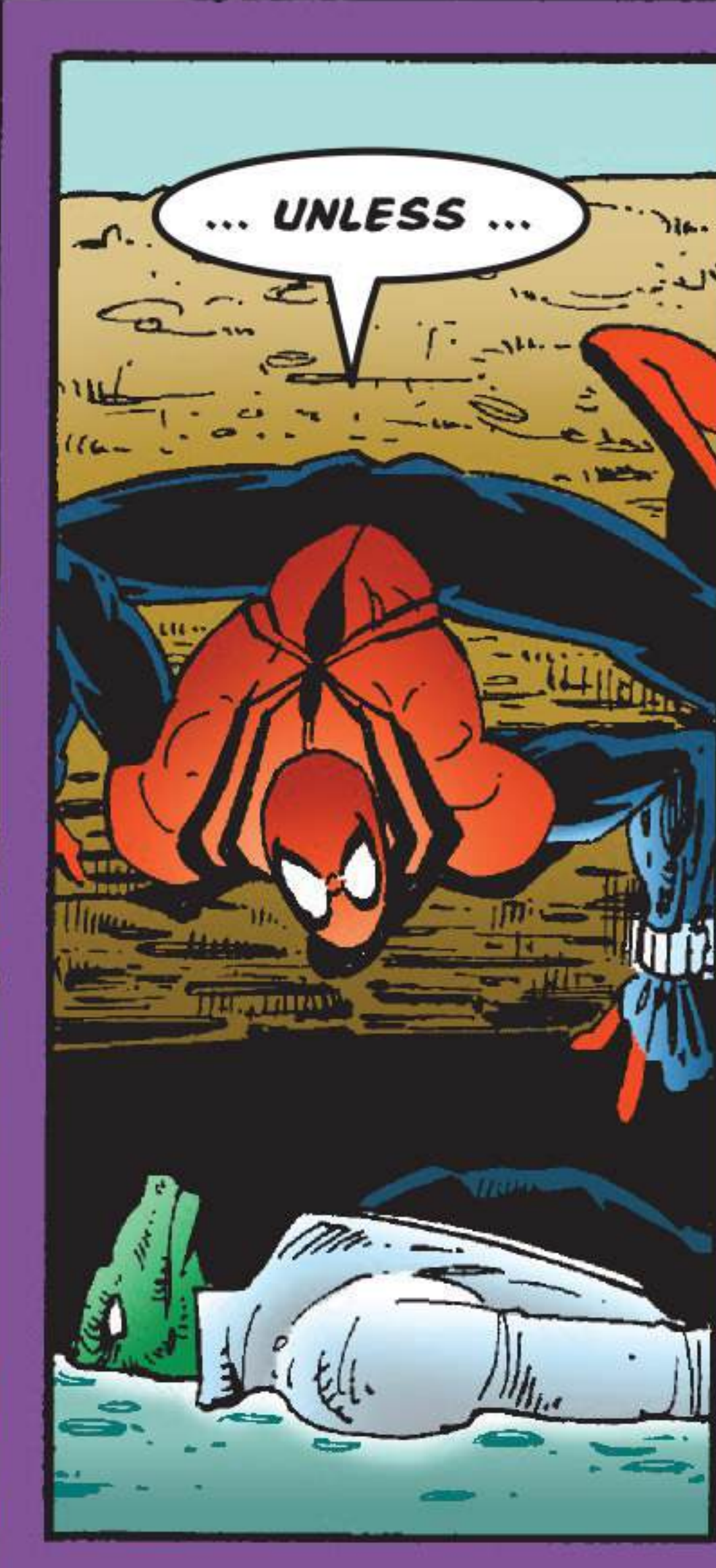
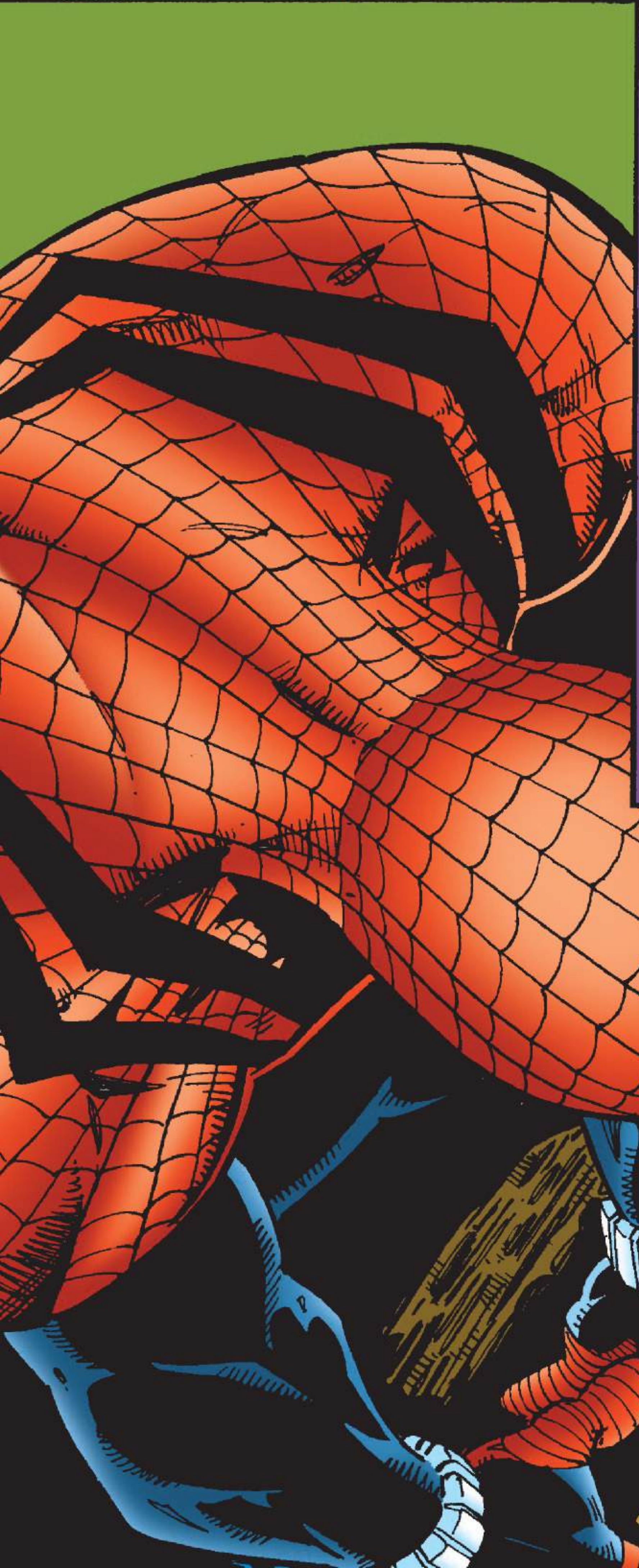
I CAN'T GET
ANY PURCHASE IN
THIS MUD AND SILT...
AND THE TREE'S
DAMMING THE
STREAM...

... WATER'LL
BE OVER YOUR
HEAD IN
MINUTES!

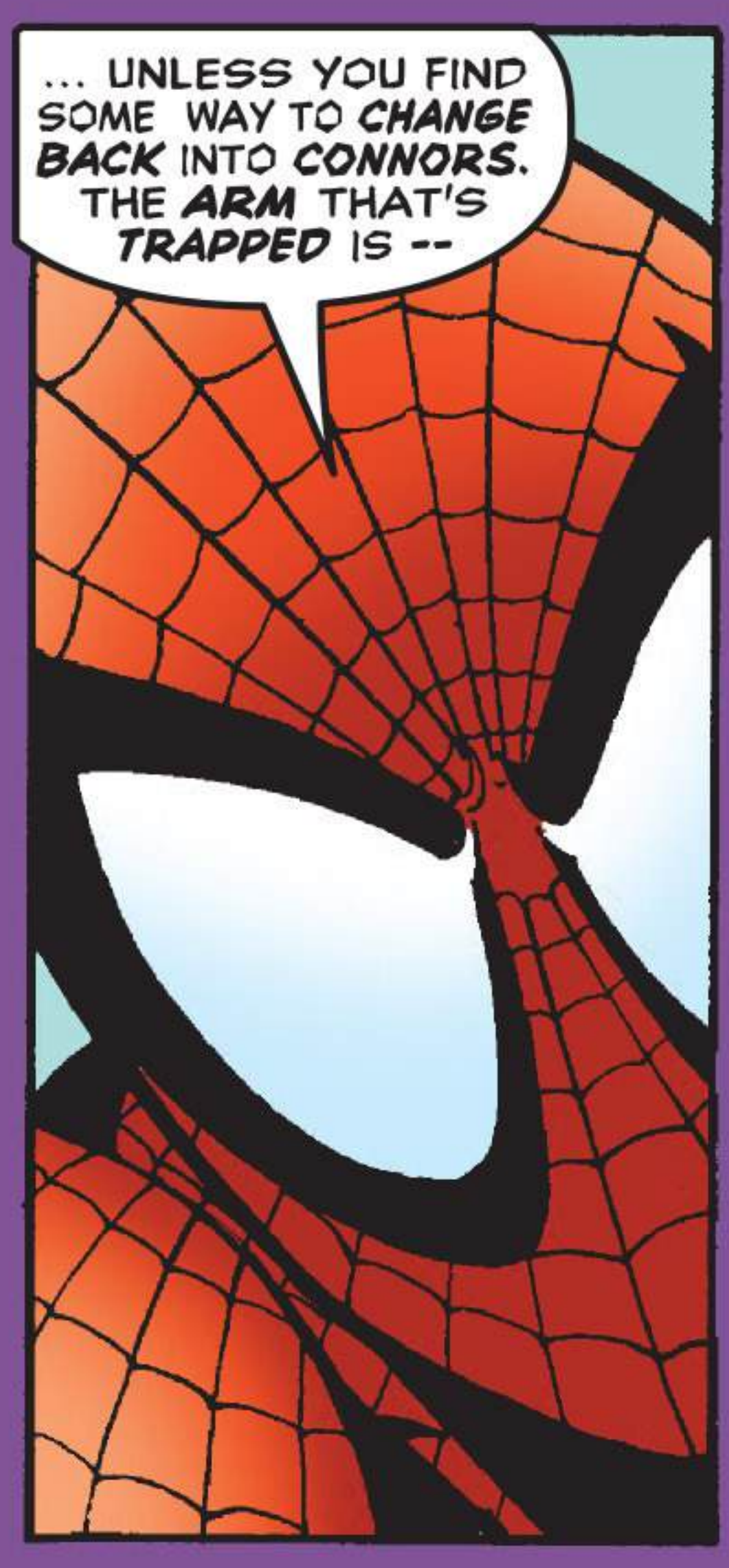
I DON'T
THINK I HAVE
TO REMIND YOU
THAT YOU'RE A
REPTILE... NOT AN
AMPHIBIAN...

...YOU CAN'T
BREATHE
UNDERWATER!

YOU'RE
GONNA
DROWN...



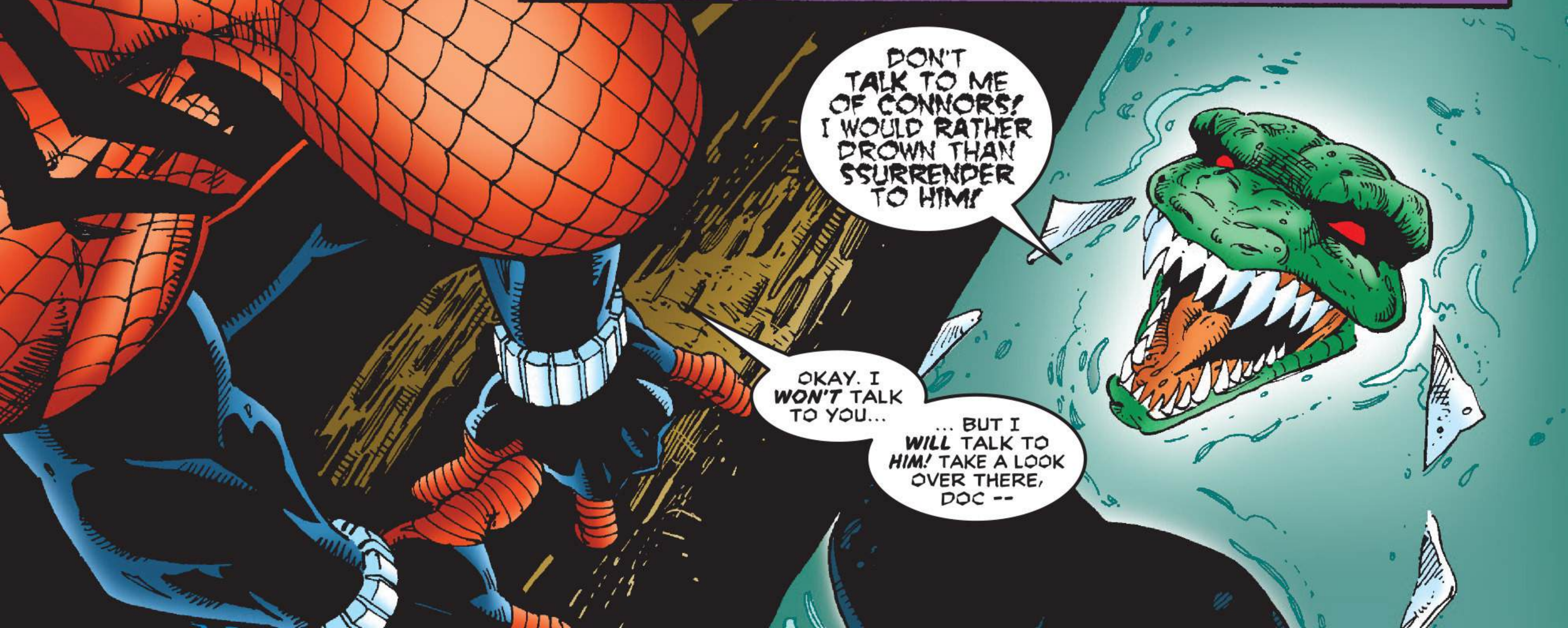
... UNLESS ...



... UNLESS YOU FIND
SOME WAY TO CHANGE
BACK INTO CONNORS.
THE ARM THAT'S
TRAPPED IS --



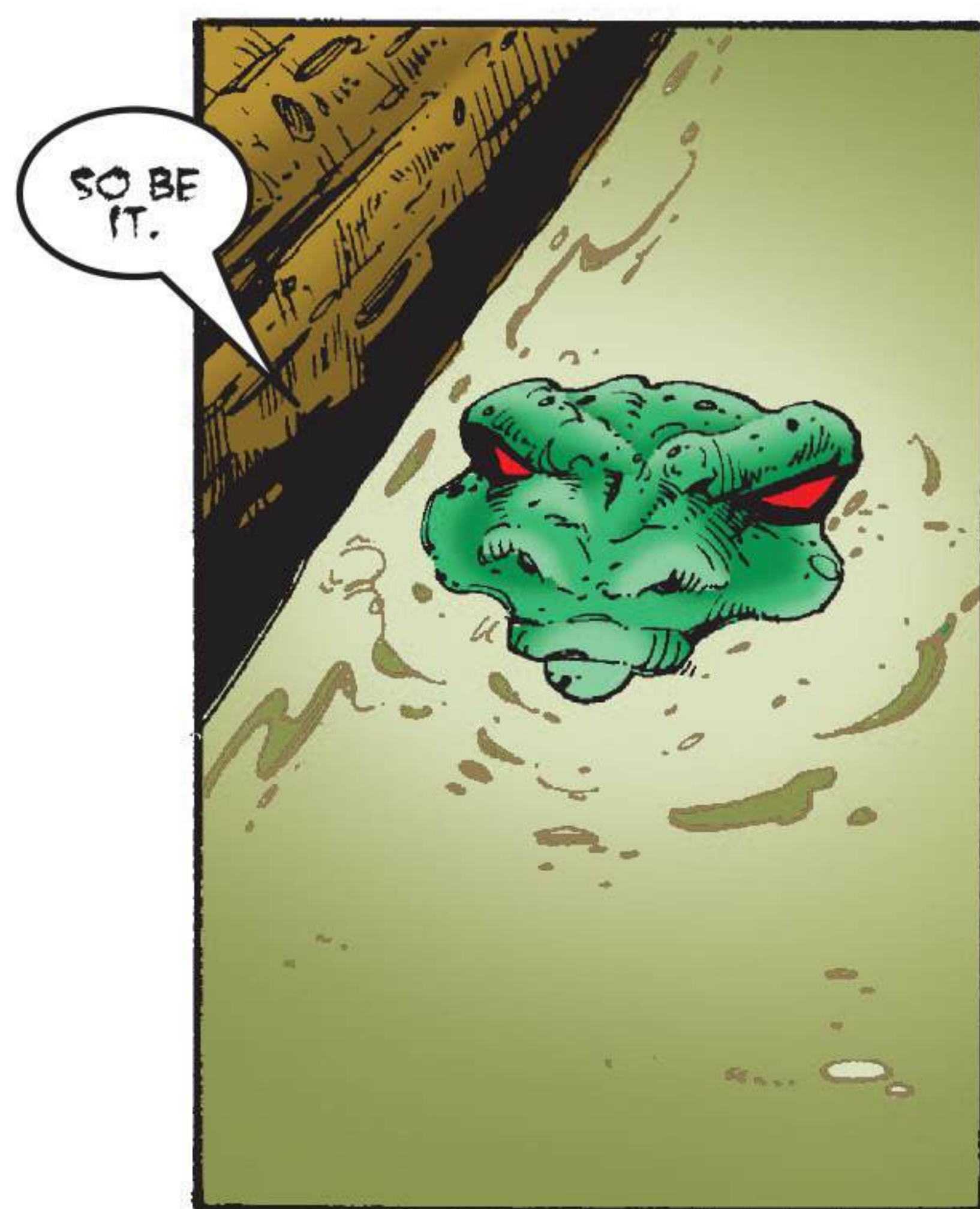
GET
AWAY AND
SHUT UP!

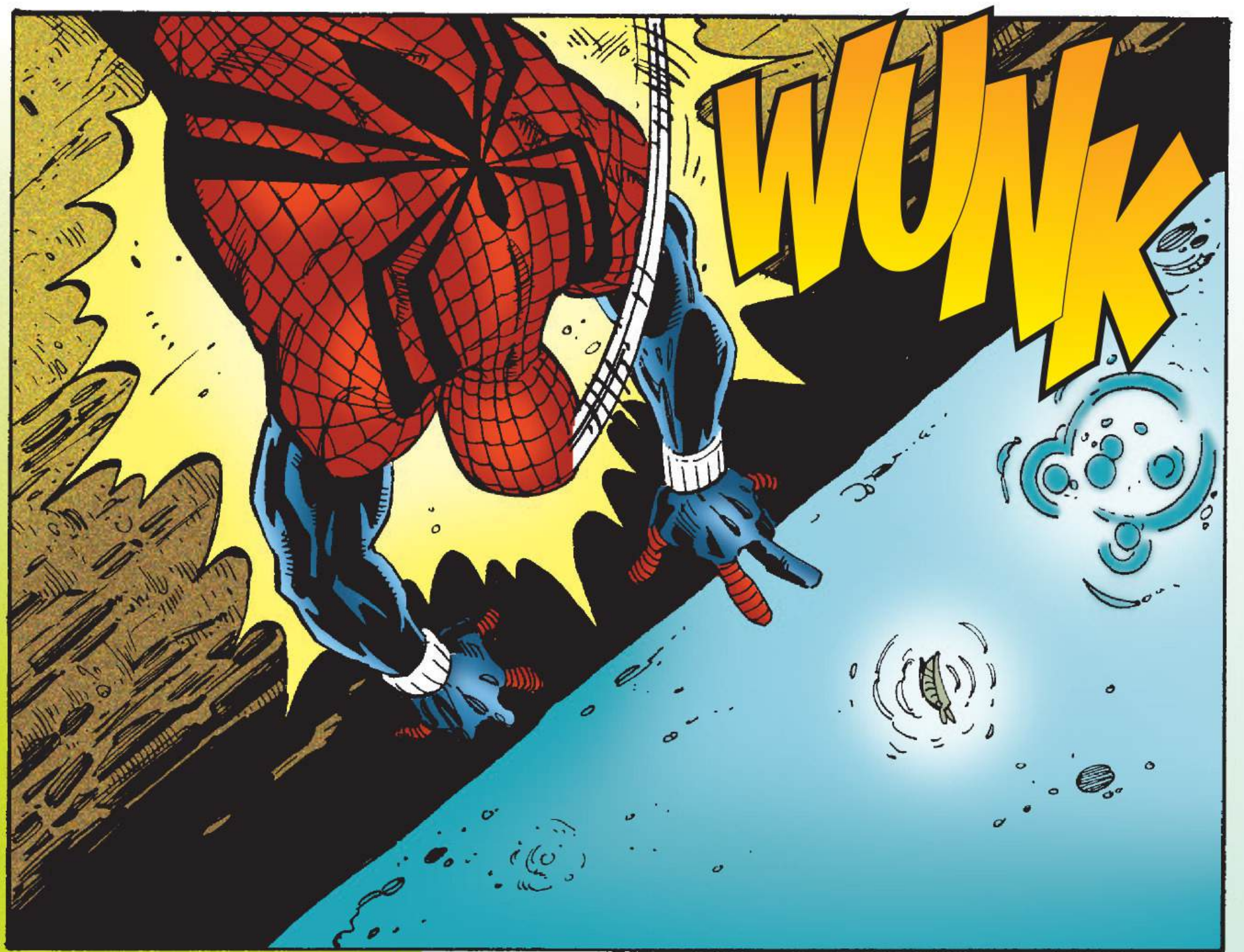
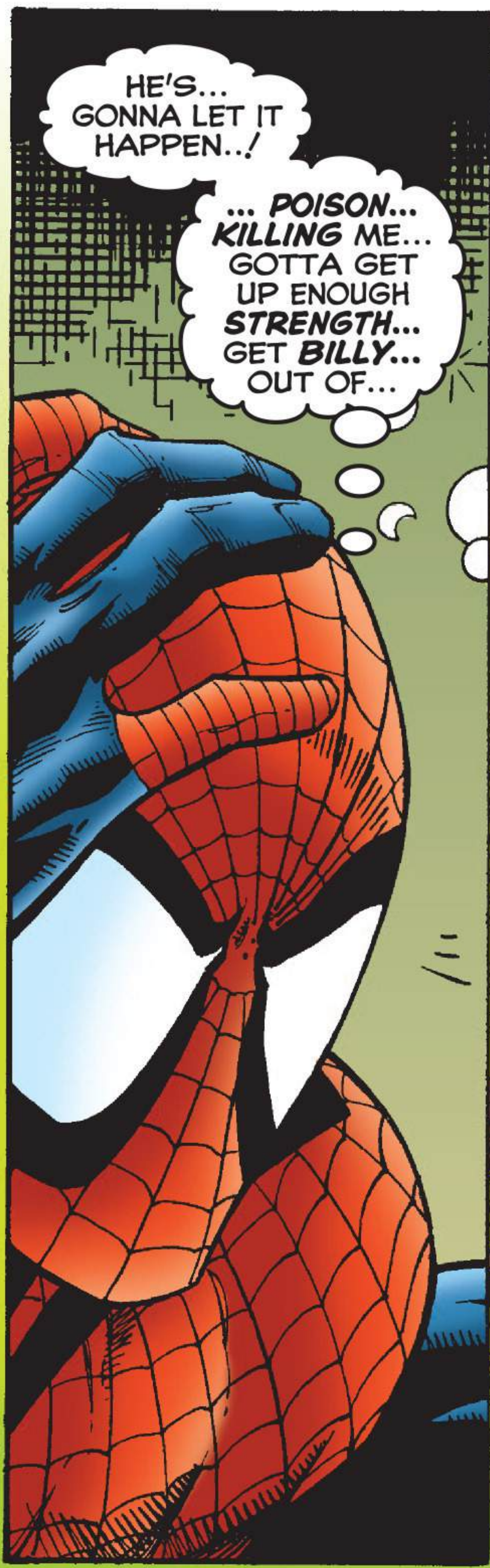


DON'T
TALK TO ME
OF CONNORS!
I WOULD RATHER
DROWN THAN
SSURRENDER
TO HIM!

OKAY. I
WON'T TALK
TO YOU...

... BUT I
WILL TALK TO
HIM! TAKE A LOOK
OVER THERE,
DOC --





AND IN HIS YOUNG MIND, IT TAKES HIM BUT A MOMENT TO REALIZE THE ONLY POSSIBLE REASON FOR THE REPTILES' SUDDEN RETREAT --

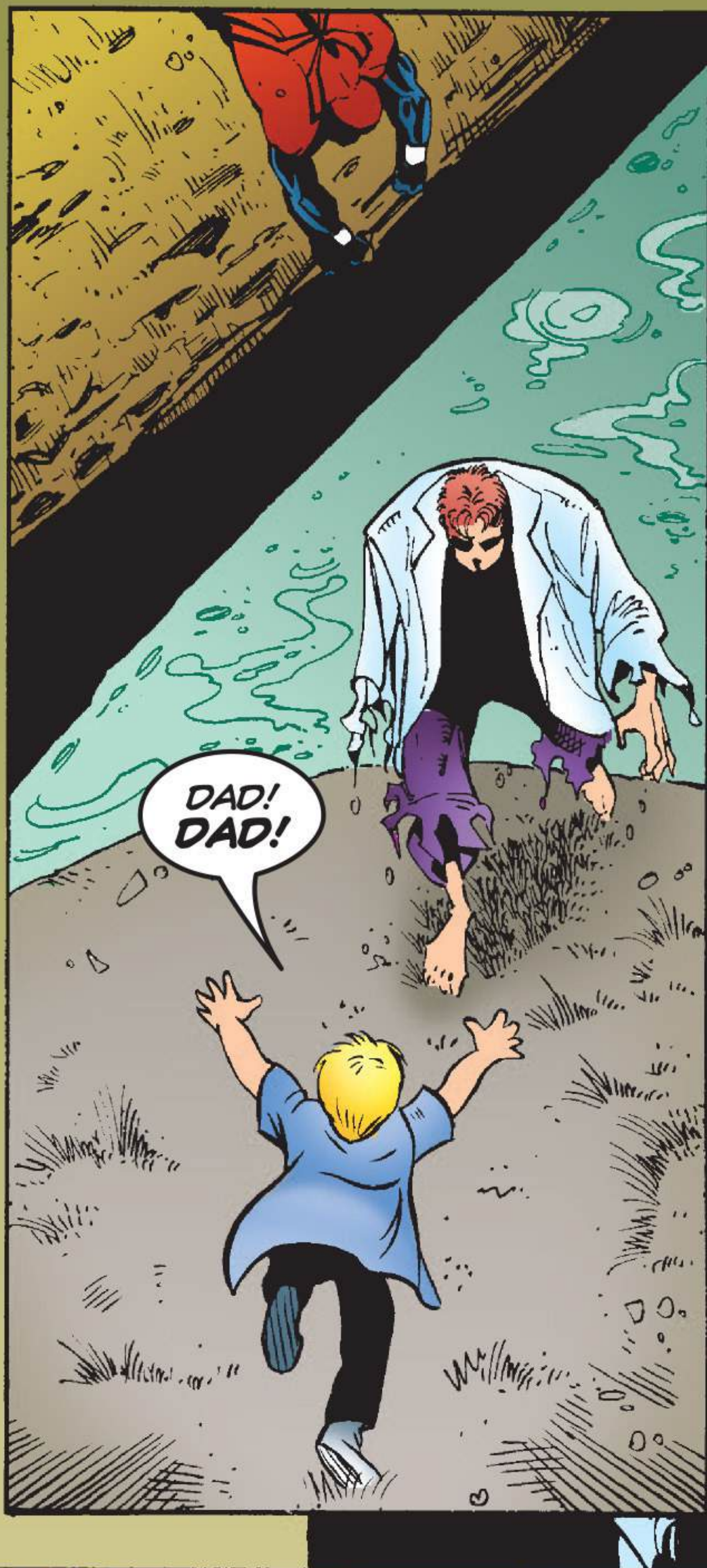




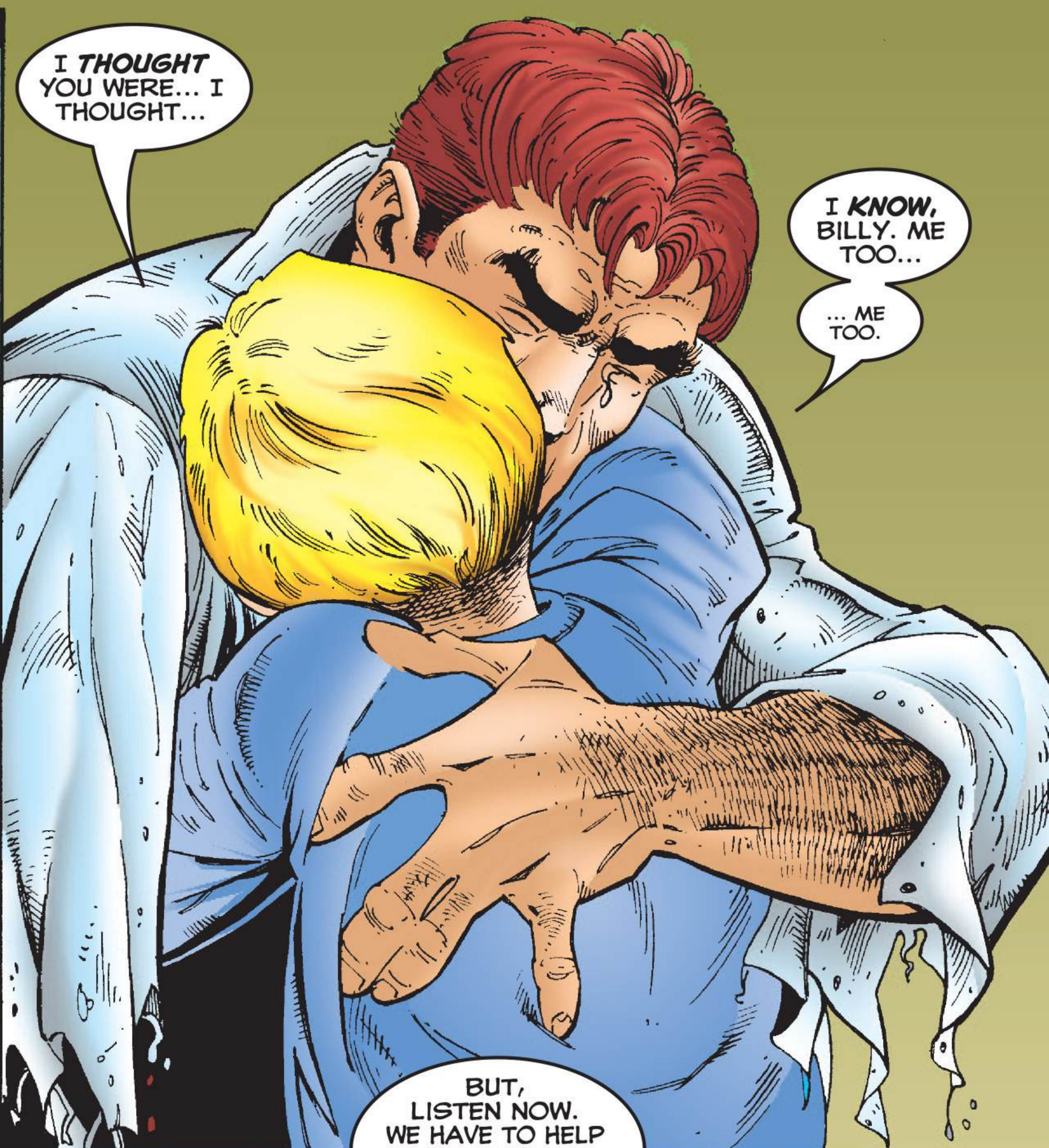
DAD!!

GAAAH!

SPLASH



DAD!
DAD!



I *THOUGHT*
YOU WERE... I
THOUGHT...

I *KNOW*,
BILLY. ME
TOO...

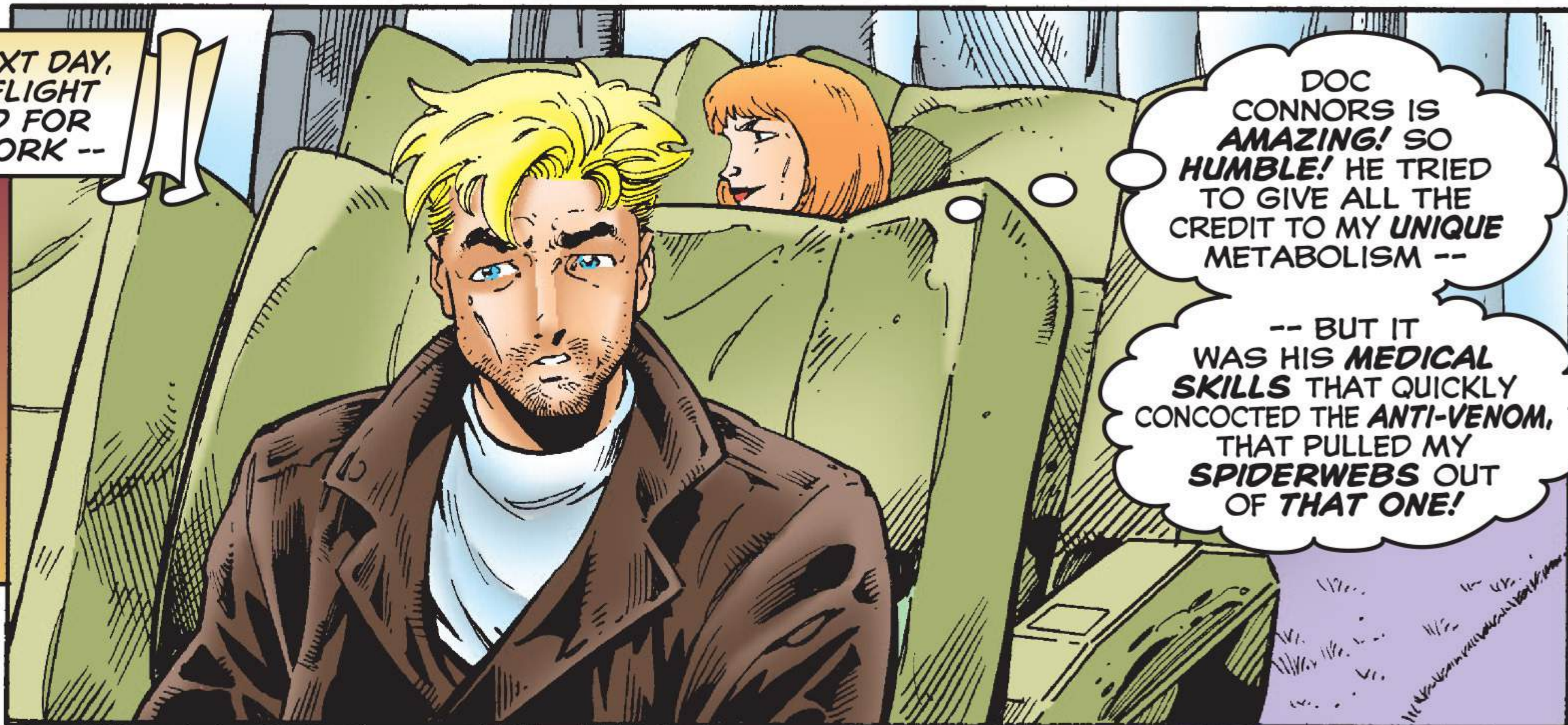
... ME
TOO.

BUT,
LISTEN NOW.
WE HAVE TO HELP
SPIDER-MAN, AND
WE HAVE TO WORK
QUICKLY!



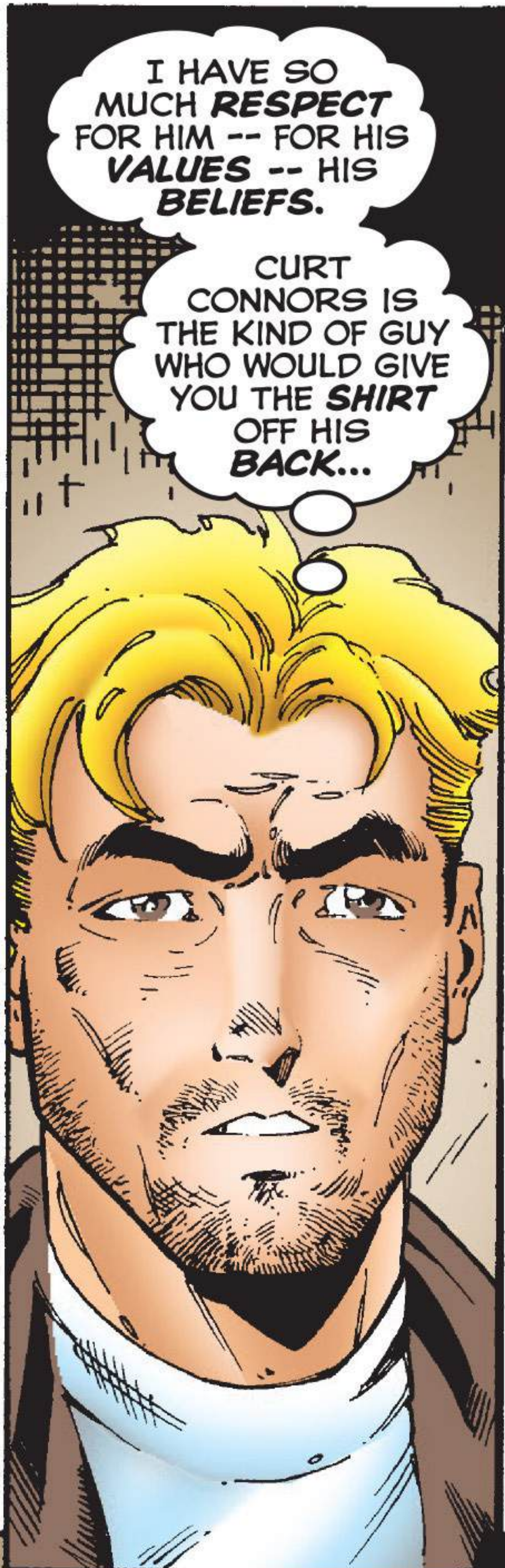
RUN
TO THE
HOUSE AND
GET --

THE NEXT DAY,
ON A FLIGHT
BOUND FOR
NEW YORK --



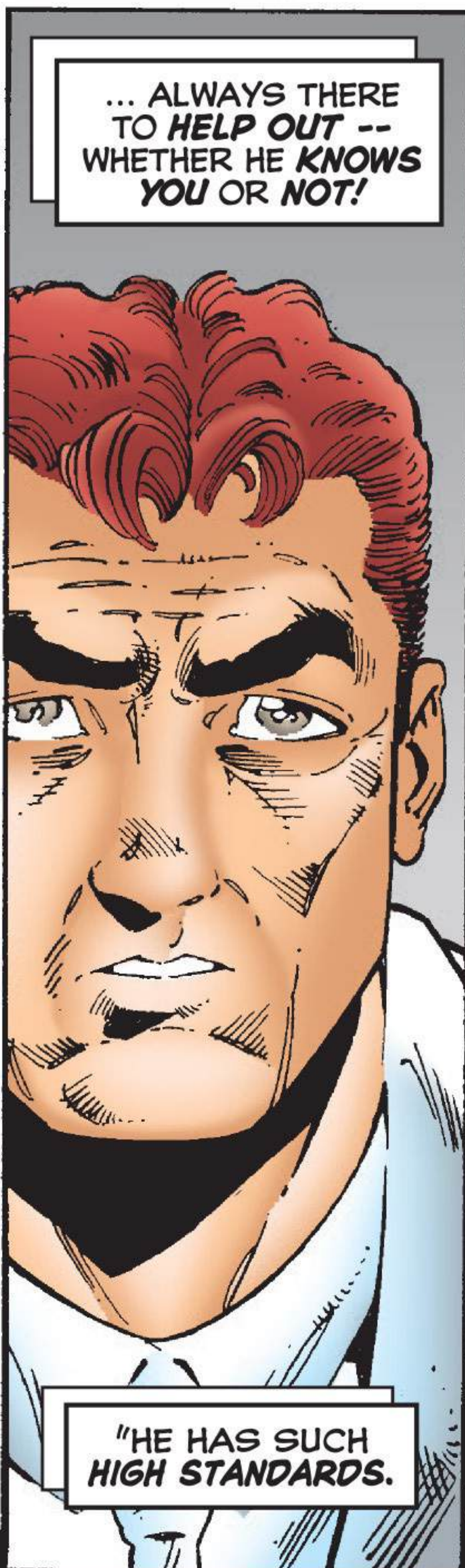
DOC
CONNORS IS
AMAZING! SO
HUMBLE! HE TRIED
TO GIVE ALL THE
CREDIT TO MY **UNIQUE**
METABOLISM --

-- BUT IT
WAS HIS **MEDICAL**
SKILLS THAT QUICKLY
CONCOCTED THE **ANTI-VENOM**,
THAT PULLED MY
SPIDERWEBS OUT
OF **THAT ONE!**



I HAVE SO MUCH **RESPECT** FOR HIM -- FOR HIS **VALUES** -- HIS **BELIEFS**.

CURT CONNORS IS THE KIND OF GUY WHO WOULD GIVE YOU THE **SHIRT** OFF HIS **BACK...**



... ALWAYS THERE TO **HELP OUT** -- WHETHER HE **KNOWS** YOU OR NOT!

"HE HAS SUCH **HIGH STANDARDS**."



"BUT MORE THAN ALL THAT, HE **CARES...**

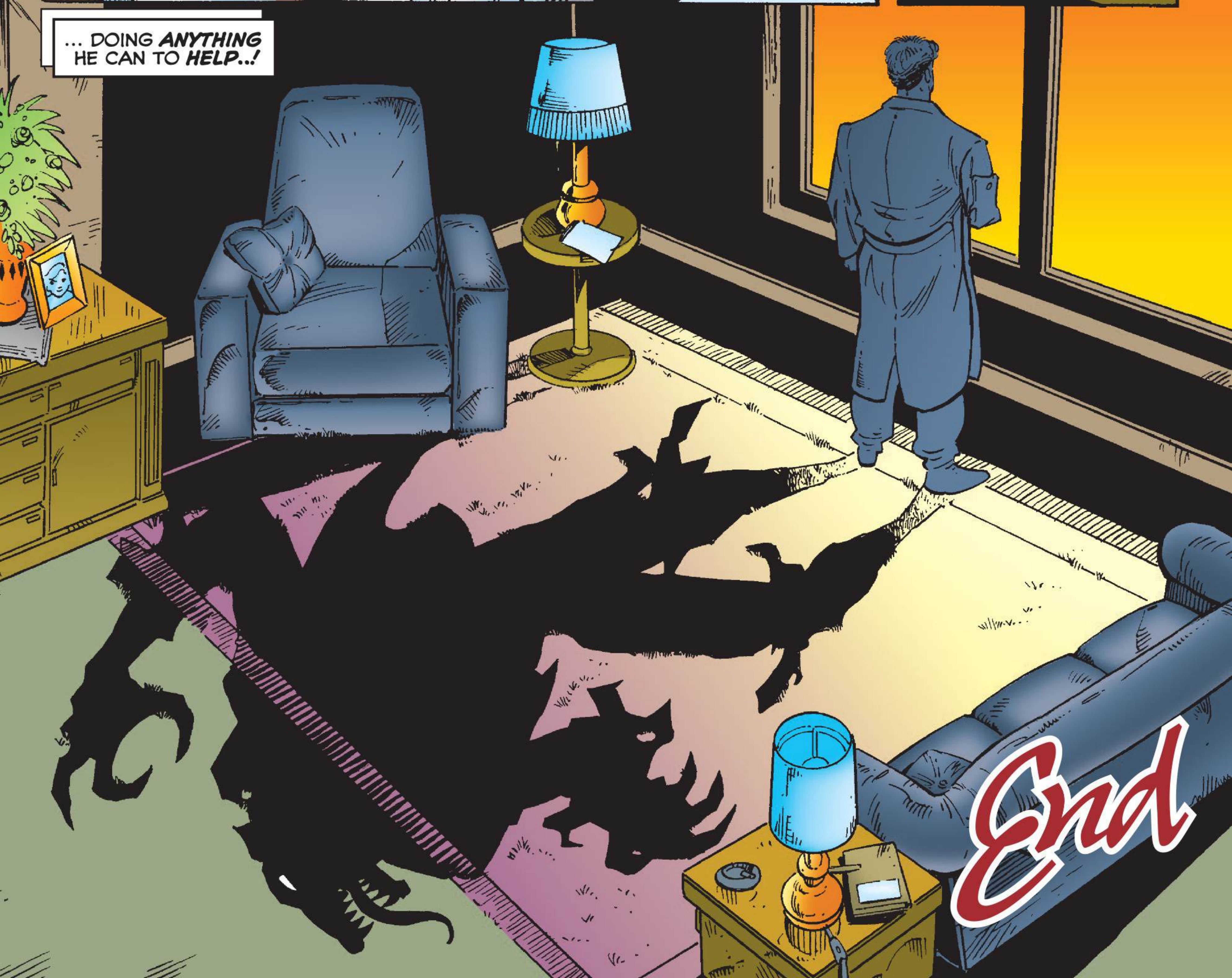
... ABOUT **PEOPLE**."

... ABOUT **HUMANITY**."



"THAT'S WHAT THE GUY'S ALL ABOUT..."

... DOING **ANYTHING** HE CAN TO **HELP..!**



End

MARVEL
COMICS



1996

64
BIG
PAGES

OSBORN
INTRIGUE!

THE AMAZING SPIDER-MAN

APPROVED
BY THE
COMICS
CODE
AUTHORITY

BLAST FROM THE PAST!

THE BLACK
COSTUME!

**KRAVEN'S
REVENGE!**

THE RETURN
OF AUNT MAY!

CAPTAIN
STACY AND
GWEN!

FRENZ-MCLOD

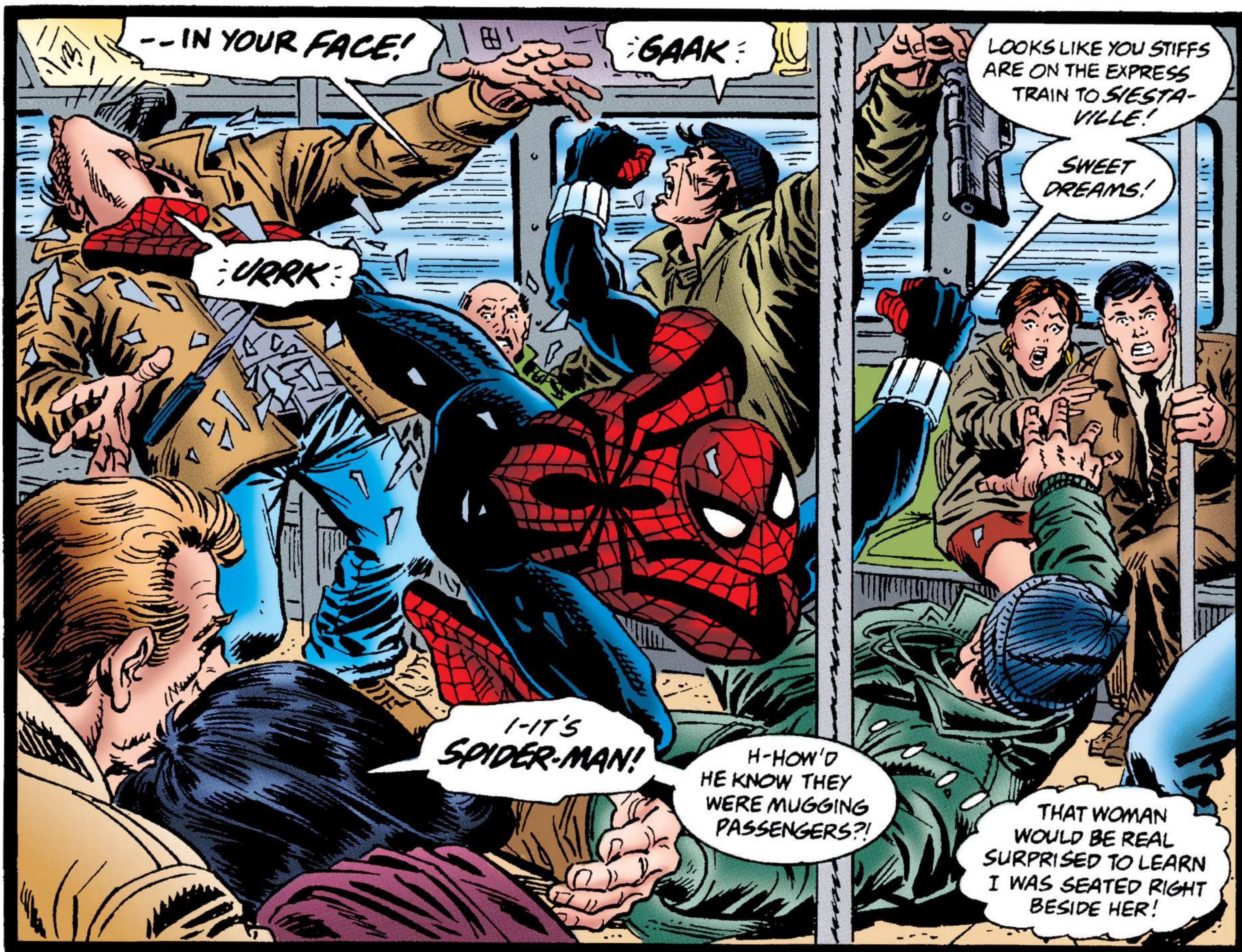
BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee
PRESENTS: **THE AMAZING SPIDER-MAN®**

TOM DEFALCO | RON FRENZ | JOHN ROMITA, SR. | JOHN COSTANZA, letterer | GLENN GREENBERG | TOM BREVDORT | BOB HARRAS
script & plot & pencils | finished art | BOB SHAREN, colorist | assistant editor | editor | editor in chief

HEART & SOUL!







FOUR DOWN,
AND ONE TO--
OH, NO!

BACK OFF, HERO!
YOU'RE THROUGH DISSING
ME AND MY PACK!

ANOTHER
MOVE, AND THIS
DOLL IS DEAD!

THERE'S A SLIM CHANCE
I COULD REACH HIM BEFORE HE
FIRES... BUT THE RISK IS TOO
GREAT!

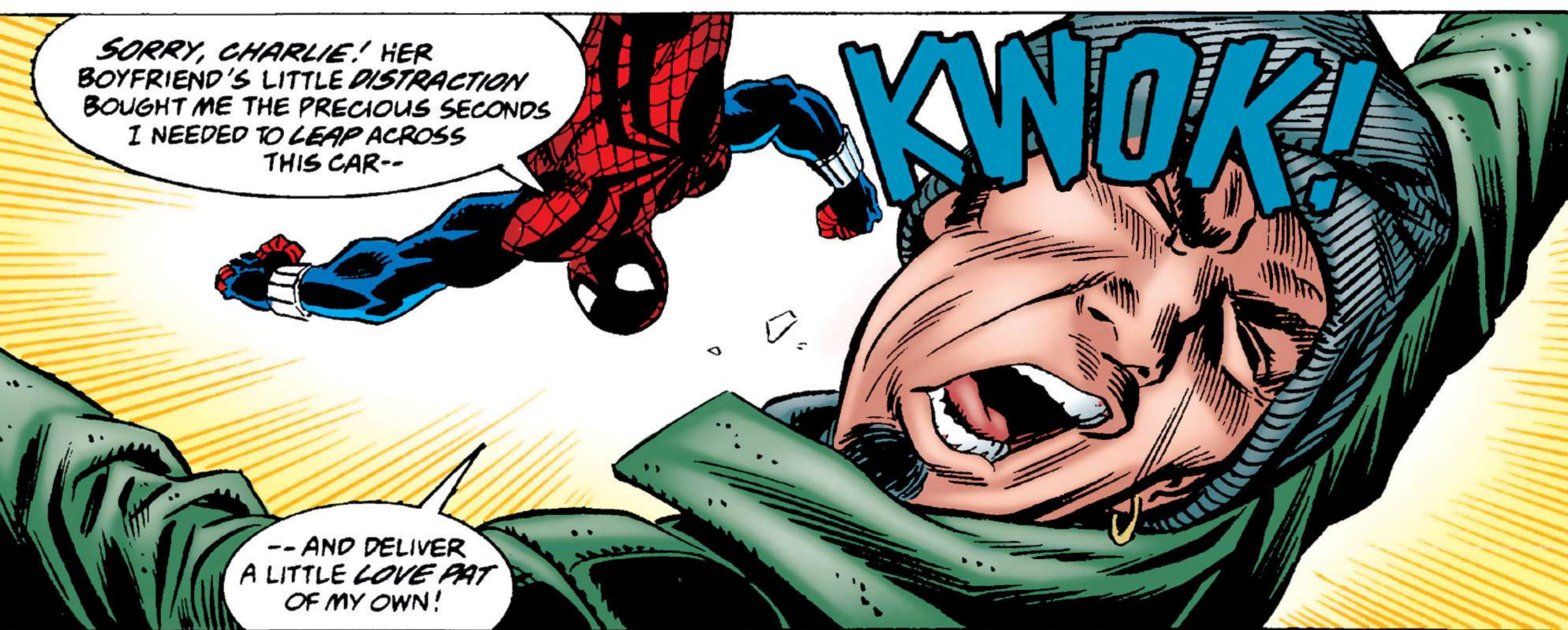


BUT, EVEN AS SPIDER-MAN
HESITATES--!

LEAVE MISTY ALONE!
DON'T HURT HER!

TAKE ME
INSTEAD!

YOU CRAZY, MAN?
I CAN BLAST YOU, AND
KEEP THE GIRL!



SORRY, CHARLIE! HER
BOYFRIEND'S LITTLE DISTRACTION
BOUGHT ME THE PRECIOUS SECONDS
I NEEDED TO LEAP ACROSS
THIS CAR--

KNOK!

-- AND DELIVER
A LITTLE LOVE PAT
OF MY OWN!



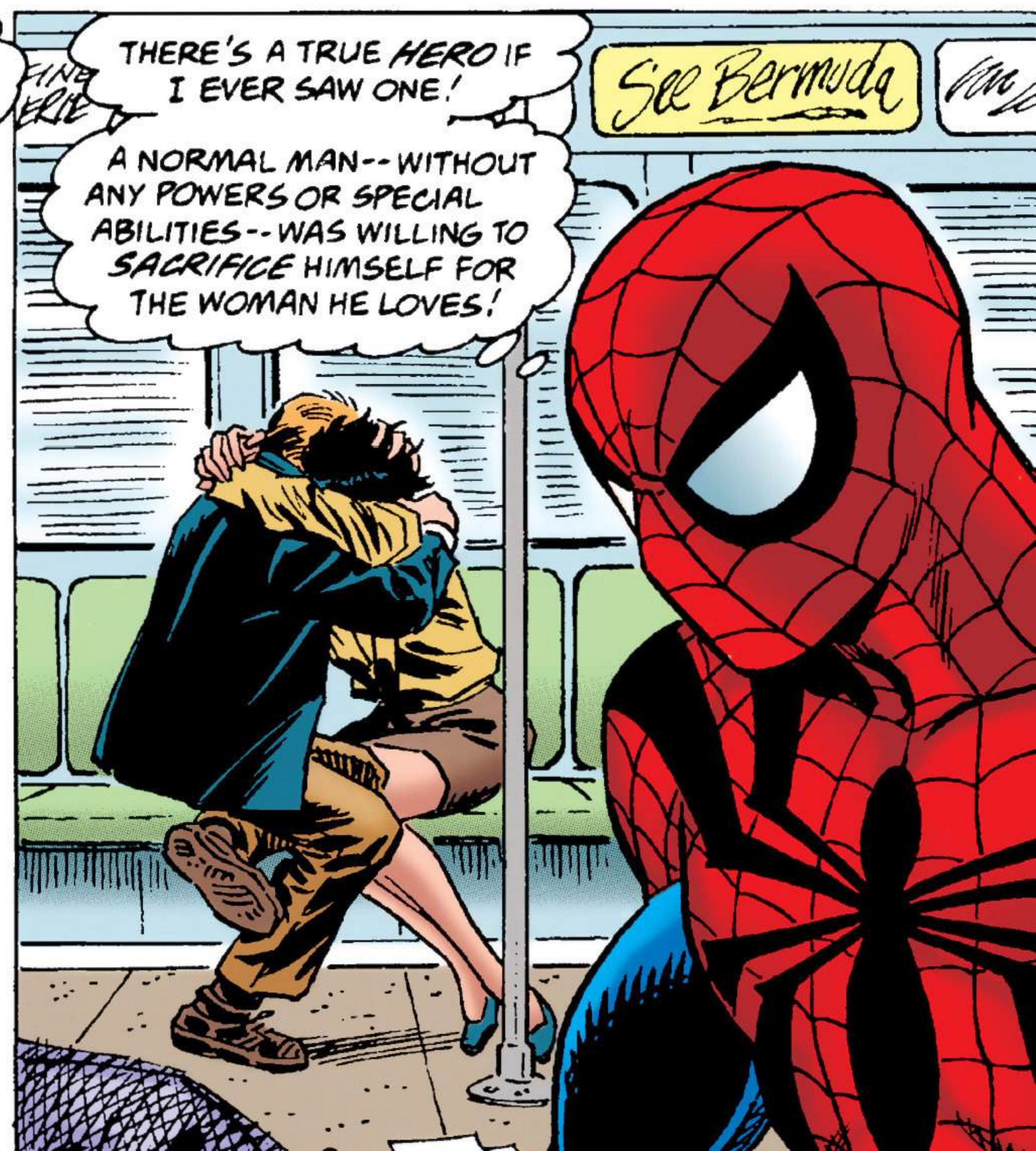
I'M ALMOST SORRY
THIS RUCKUS ENDED SO
QUICKLY!

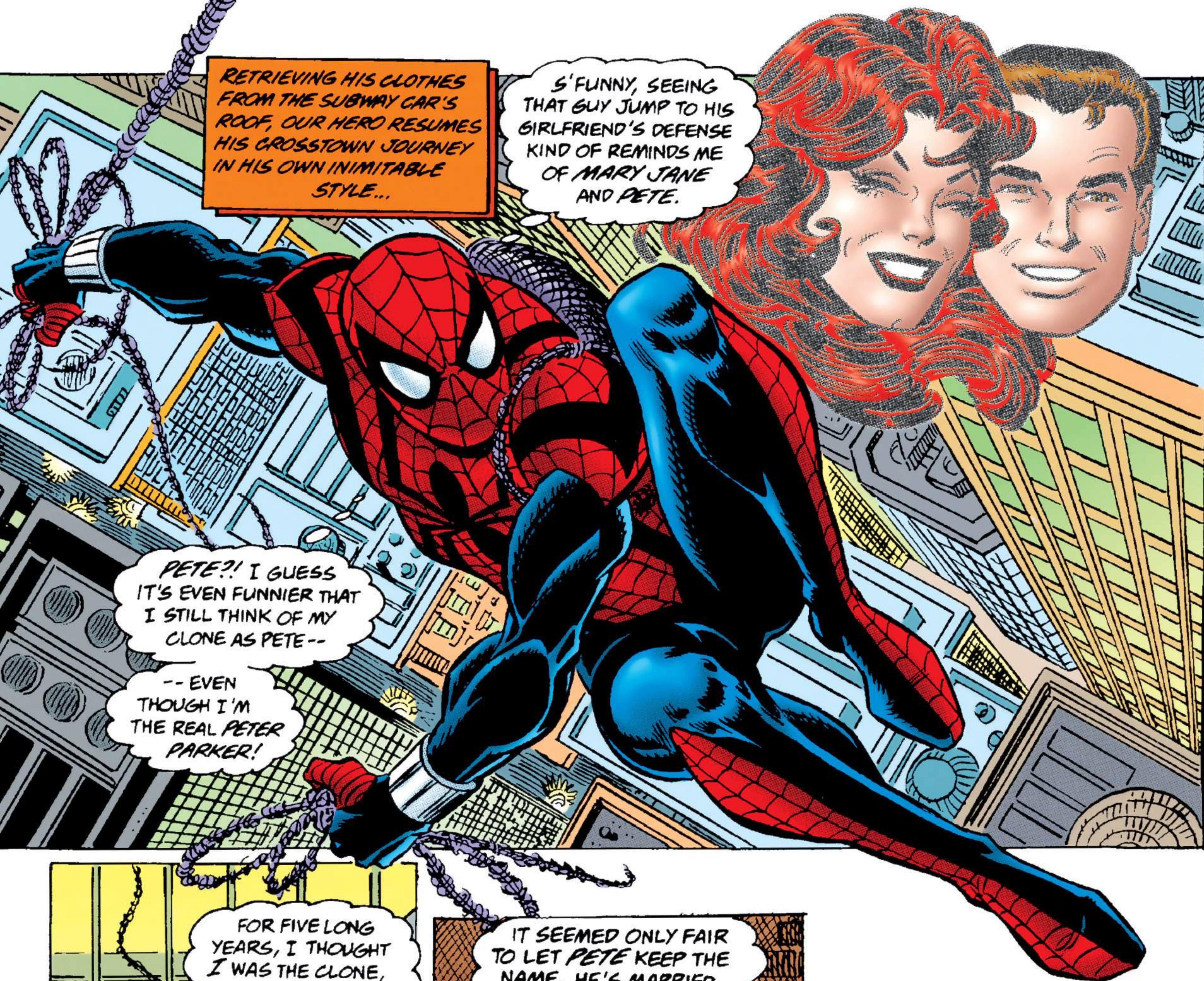
I BARELY HAD
TIME TO IMPRESS THE
CROWD WITH MY
RAPIER-LIKE WIT!

AND, SPEAKING OF
BEING IMPRESSED--!

THERE'S A TRUE HERO IF
I EVER SAW ONE!

A NORMAL MAN-- WITHOUT
ANY POWERS OR SPECIAL
ABILITIES-- WAS WILLING TO
SACRIFICE HIMSELF FOR
THE WOMAN HE LOVES!





RETRIEVING HIS CLOTHES FROM THE SUBWAY CAR'S ROOF, OUR HERO RESUMES HIS CROSSTOWN JOURNEY IN HIS OWN INIMITABLE STYLE...

S' FUNNY, SEEING THAT GUY JUMP TO HIS GIRLFRIEND'S DEFENSE KIND OF REMINDS ME OF MARY JANE AND PETE.

PETE?! I GUESS IT'S EVEN FUNNIER THAT I STILL THINK OF MY CLONE AS PETE--

-- EVEN THOUGH I'M THE REAL PETER PARKER!

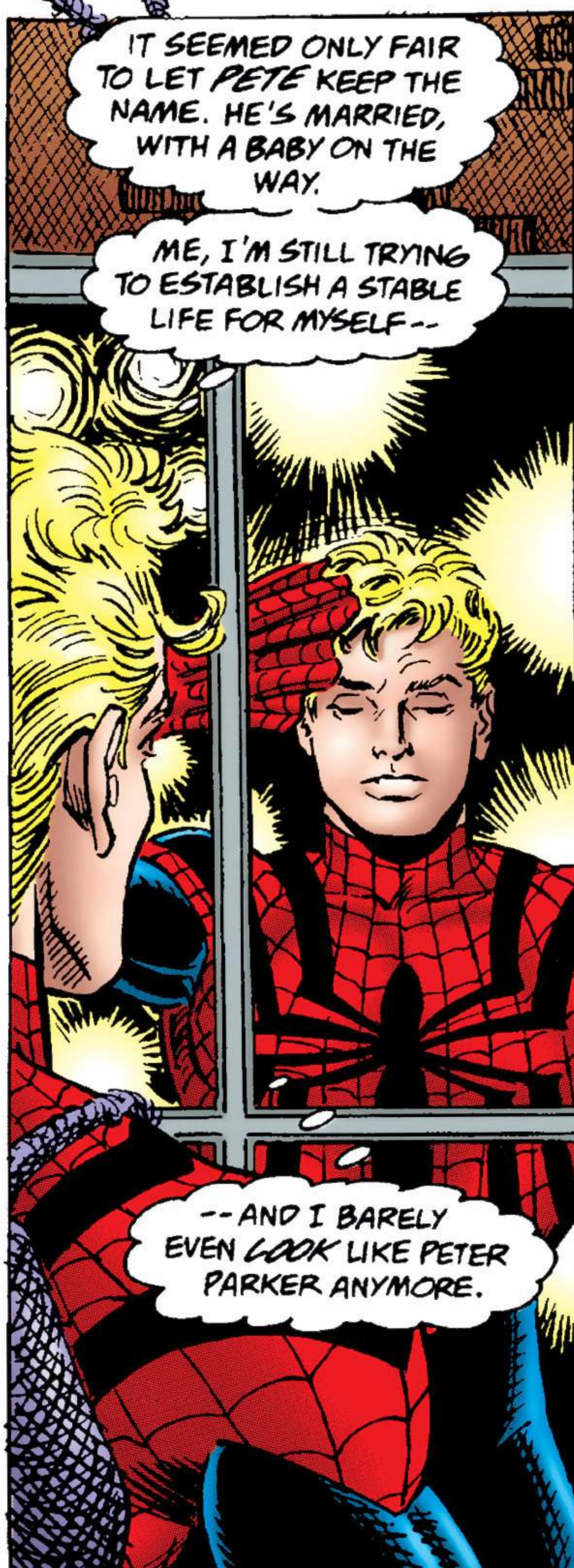


FOR FIVE LONG YEARS, I THOUGHT I WAS THE CLONE, AND USED THE NAME BEN REILLY...

I WANDERED THE COUNTRY! A MAN WITHOUT ROOTS--

-- WHO WASN'T COMMITTED TO ANYTHING--

-- OR ANYONE!



IT SEEMED ONLY FAIR TO LET PETE KEEP THE NAME. HE'S MARRIED, WITH A BABY ON THE WAY.

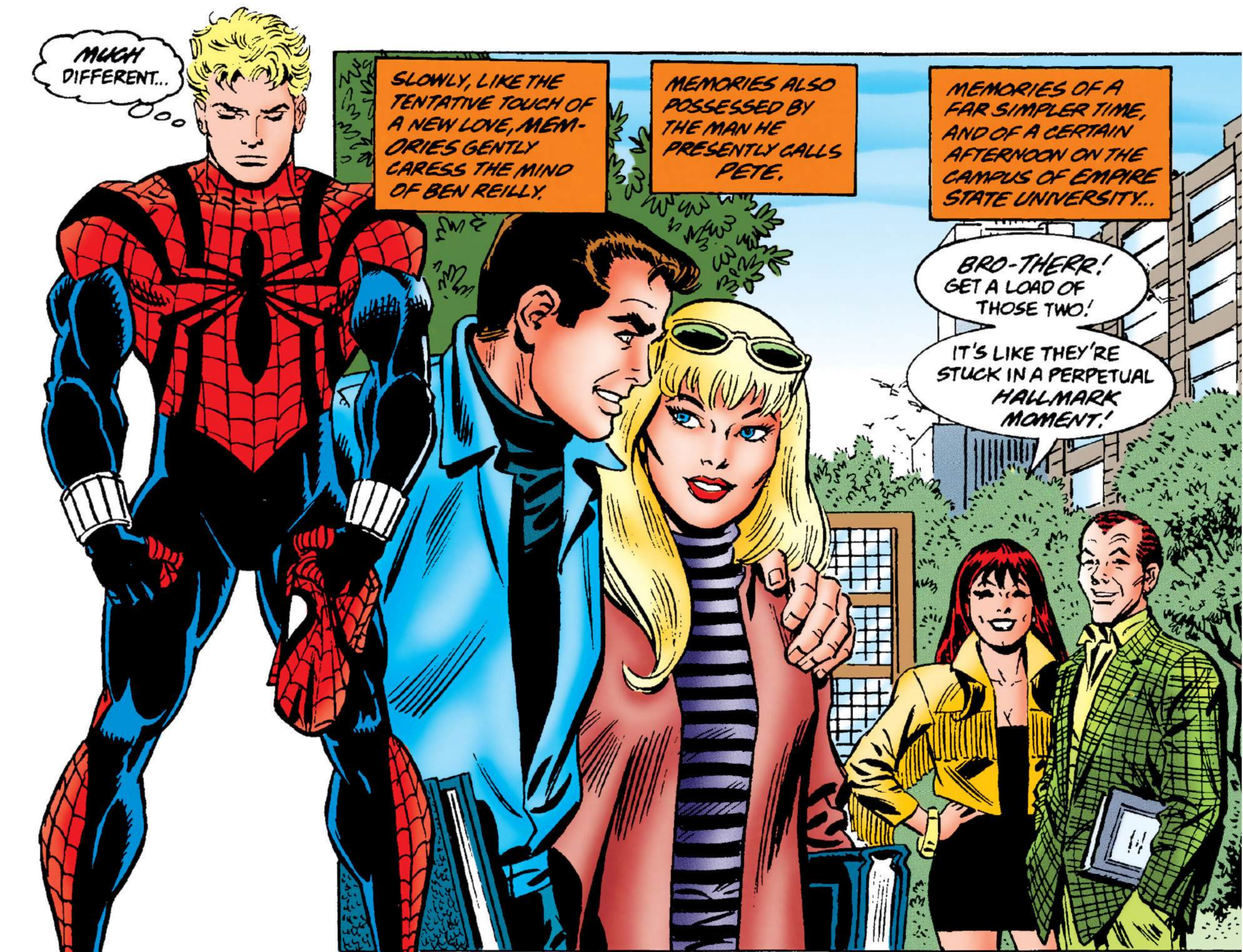
ME, I'M STILL TRYING TO ESTABLISH A STABLE LIFE FOR MYSELF--

-- AND I BARELY EVEN LOOK LIKE PETER PARKER ANYMORE.



THOUGH I'VE MET QUITE A FEW WONDERFUL WOMEN IN MY TRAVELS, NO RELATIONSHIP HAS MANAGED TO LAST OR GROW INTO ANYTHING SIGNIFICANT.

BUT THERE WAS A TIME WHEN THINGS WERE DIFFERENT...



MUCH DIFFERENT...

SLOWLY, LIKE THE TENTATIVE TOUCH OF A NEW LOVE, MEMORIES GENTLY CARESS THE MIND OF BEN REILLY.

MEMORIES ALSO POSSESSED BY THE MAN HE PRESENTLY CALLS PETE.

MEMORIES OF A FAR SIMPLER TIME, AND OF A CERTAIN AFTERNOON ON THE CAMPUS OF EMPIRE STATE UNIVERSITY...

BRO-THERR! GET A LOAD OF THOSE TWO!

IT'S LIKE THEY'RE STUCK IN A PERPETUAL HALLMARK MOMENT!

C'MON, MARY JANE! I THINK IT'S REAL COOL THE WAY PETER PARKER AND GWEN STACY ARE SO INTO EACH OTHER!

MAYBE YOU AND I SHOULD THINK ABOUT GIVING THIS EXCLUSIVITY THING A WHIRL!

YOU'RE SUCH A KIDDER, HARRY OSBORN!

LIKE I REALLY BELIEVE A MILLIONAIRE PLAYBOY AND A SOCIAL WHIRLWIND COULD EVER SURVIVE AS A COUPLE!

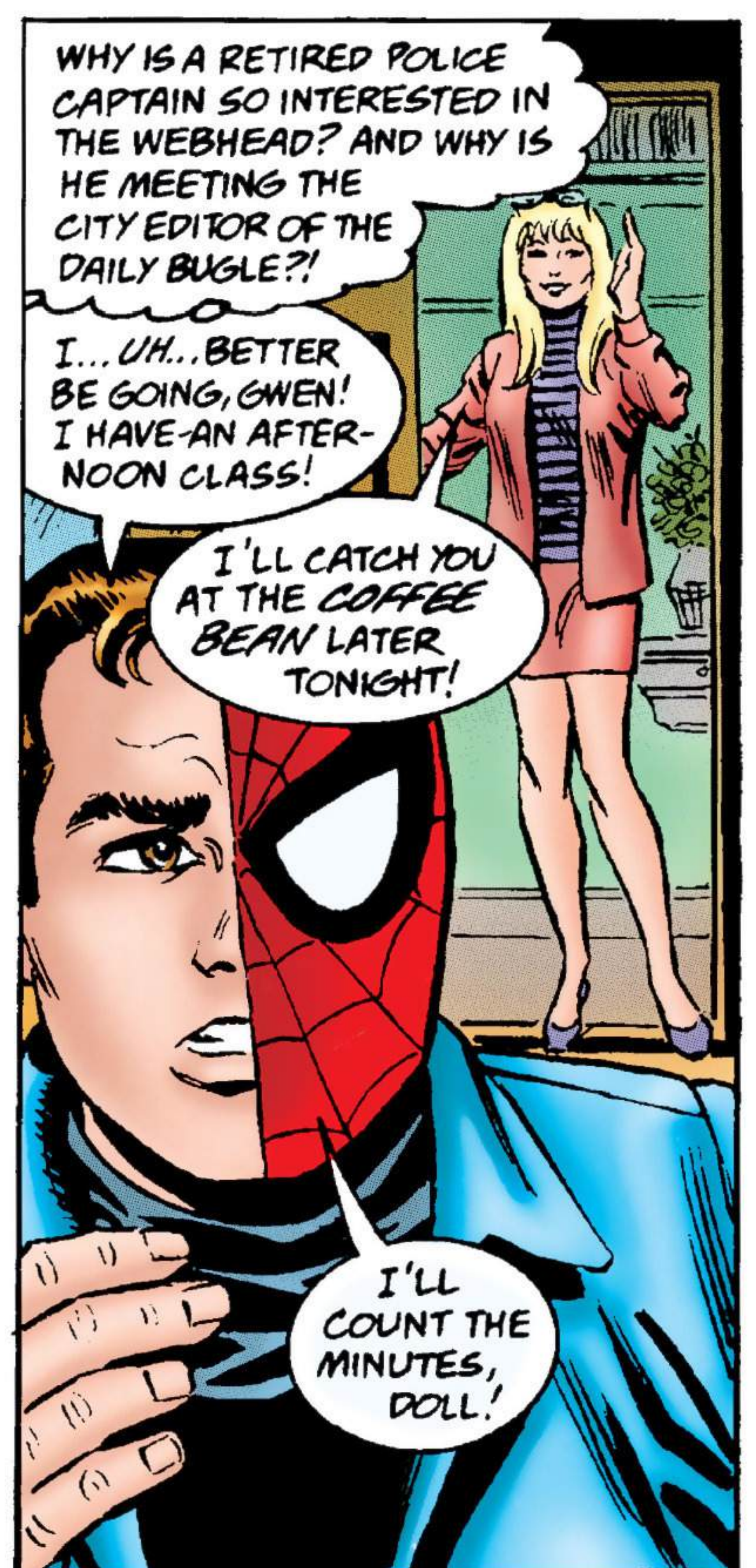
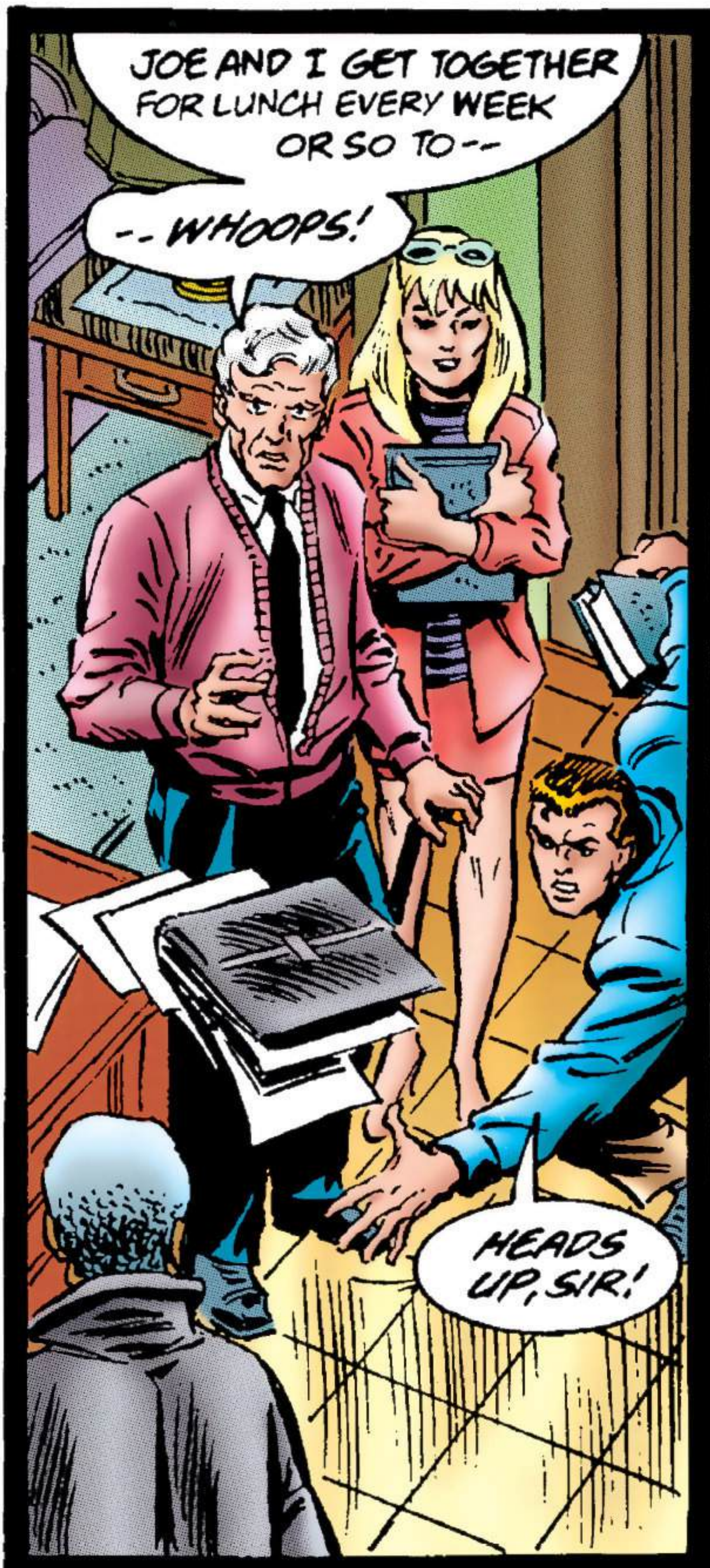
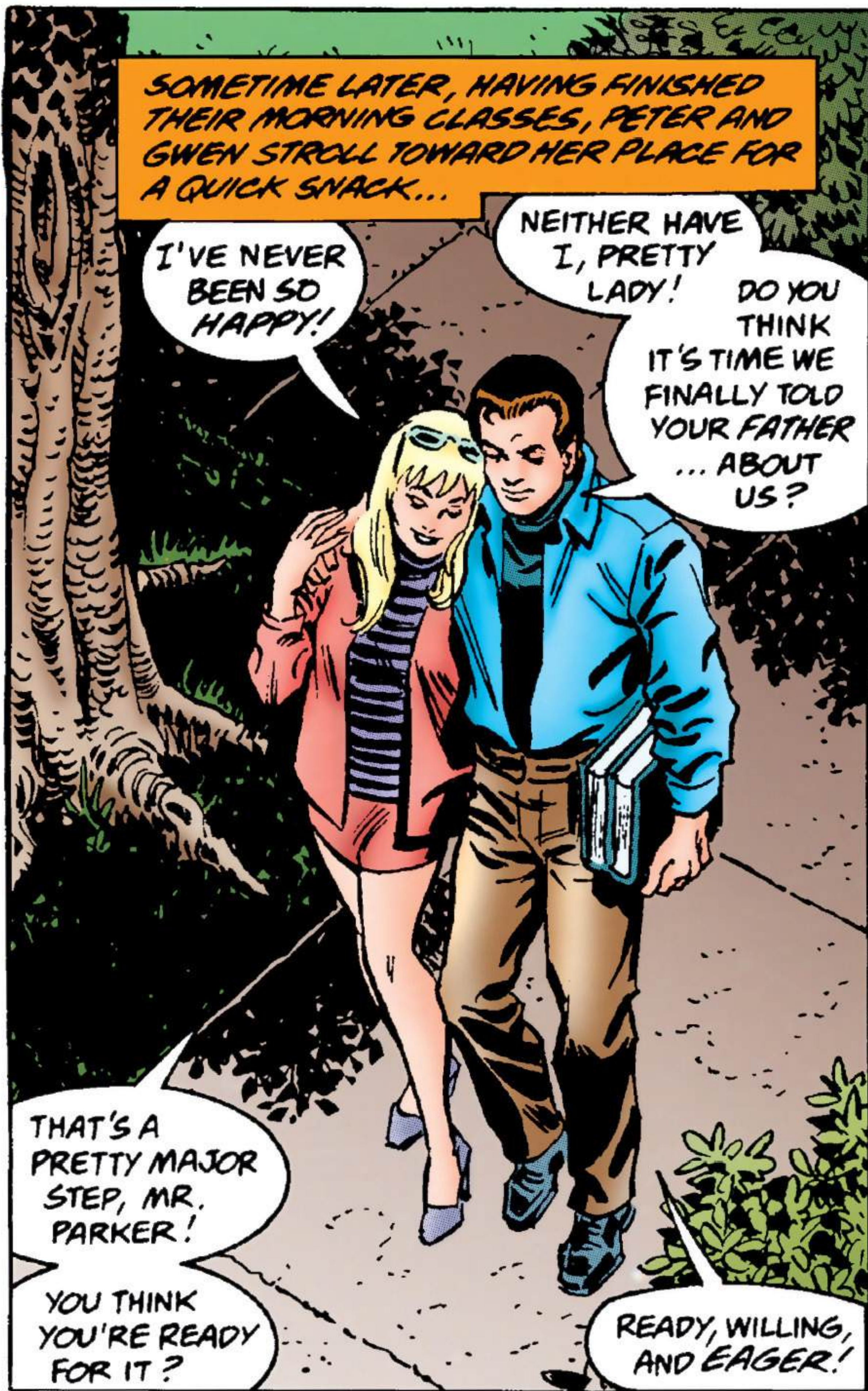
IT IS TO LAUGH!

BUT I... I WAS SERIOUS!

WHAT'S THE USE? I MUST HAVE BEEN OUT OF MY MIND TO THINK A FOX LIKE MARY JANE WATSON WOULD EVER WANT TO BE TIED DOWN WITH ME!

I MAY HAVE BIG BUCKS AND A SPLASHY CAR, BUT CHICKS WANT A GUY THEY CAN DEPEND ON!

SOMEONE LIKE PETE!



EVEN AS PETER PARKER RETURNS TO ESU, WE'LL MOSEY ACROSS TOWN TO THE CORPORATE HEAD-QUARTERS OF OSBORN MANUFACTURING...

YOU READY FOR LUNCH, DAD?

YOU SEEM TO BE COMING DOWN WITH A LOT OF HEADACHES LATELY! IT COULD BE SERIOUS!

MAYBE I SHOULD MAKE AN APPOINTMENT WITH DOC FINGEROTH!

NO... I... I CAN'T SPARE THE TIME!

I-I'M AFRAID... I'VE GOT TO CANCEL, SON!

I... I HAVE THIS HORRIBLE MIGRAINE... AND A PILE OF WORK ON MY DESK!

BUT YOU NEED TO TAKE BETTER CARE OF YOURSELF!

DIDN'T YOU HEAR ME, BOY?

I SAID NO DOCTOR!

O-O-KAY, DAD!

WHATEVER YOU SAY!

I DIDN'T MEAN TO UPSET YOU. I WAS JUST HOPING WE COULD HANG OUT.

I COULD REALLY USE YOUR ADVICE.

SOMETHING TROUBLING YOU, SON?

THERE'S THIS GIRL... I REALLY LIKE HER... BUT SHE DOESN'T FEEL THE SAME!

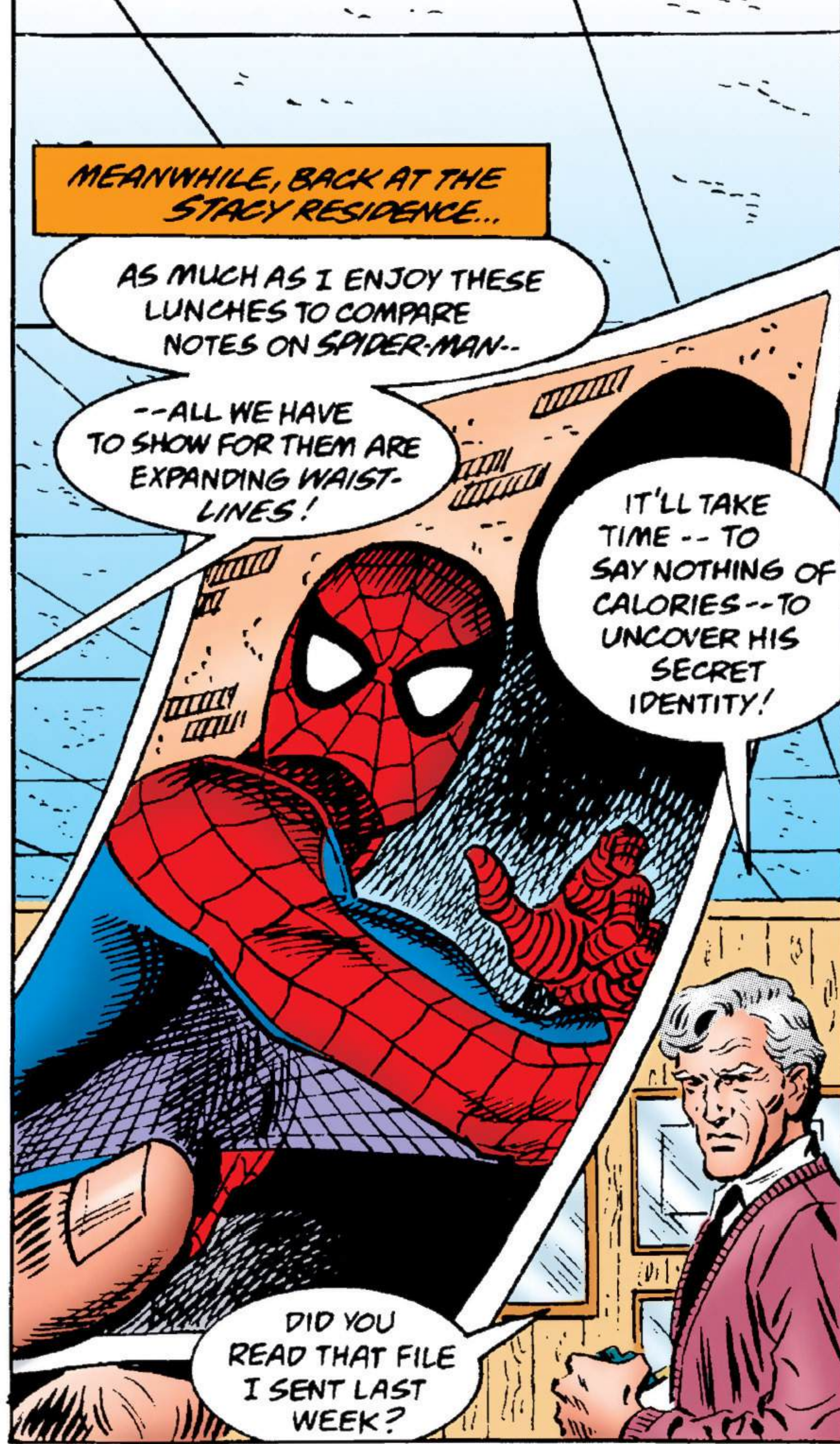
A GIRL?! YOU DARE SQUANDER MY PRECIOUS TIME ON SOME SILLY COLLEGE BOY CRUSH?!

WHEN ARE YOU GOING TO GROW UP, HARRY? WHEN WILL YOU FINALLY BECOME A MAN?!

IF YOU EVER INTEND TO CONTINUE THE OSBORN LEGACY... YOU'VE GOT TO STOP PLAYING THE WHIMP-ERING CRY BABY... AND TOUGHEN UP!

YOU NEED TO START PREPARING FOR THE FUTURE! YOUR LIFE NEEDS DIRECTION! A GOAL!

NICE GUYS DON'T FINISH LAST! THEY NEVER EVEN FINISH!



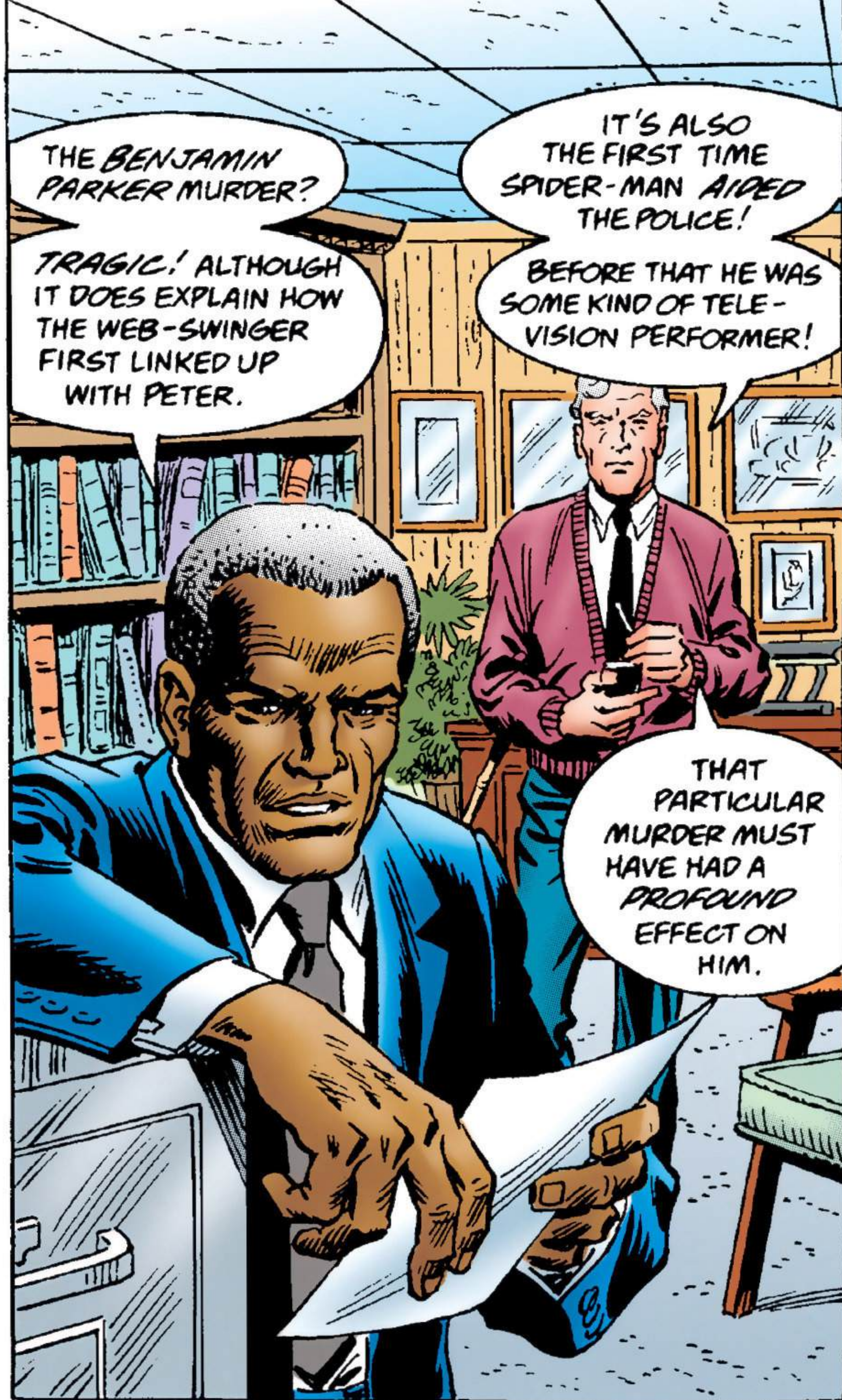
MEANWHILE, BACK AT THE STACY RESIDENCE...

AS MUCH AS I ENJOY THESE LUNCHES TO COMPARE NOTES ON SPIDER-MAN--

--ALL WE HAVE TO SHOW FOR THEM ARE EXPANDING WAIST-LINES!

IT'LL TAKE TIME -- TO SAY NOTHING OF CALORIES -- TO UNCOVER HIS SECRET IDENTITY!

DID YOU READ THAT FILE I SENT LAST WEEK?



THE BENJAMIN PARKER MURDER?

TRAGIC! ALTHOUGH IT DOES EXPLAIN HOW THE WEB-SWINGER FIRST LINKED UP WITH PETER.

IT'S ALSO THE FIRST TIME SPIDER-MAN AIDED THE POLICE!

BEFORE THAT HE WAS SOME KIND OF TELE-VISION PERFORMER!

THAT PARTICULAR MURDER MUST HAVE HAD A PROFOUND EFFECT ON HIM.



HE EVEN APPROACHED ME, AND ASKED TO BE MADE A SPECIAL DEPUTY SHORTLY AFTER IT OCCURRED!

WHEN YOU CONSIDER ALL THE TIMES SPIDER-MAN HAS BEEN SIGHTED NEAR THE ESU CAMPUS, I BELIEVE HE MAY BE A CLASSMATE OR EVEN A CLOSE FRIEND OF YOUNG PARKER.

IT'S CERTAINLY POSSIBLE!

I'D BETTER BE GETTING BACK TO THE DAILY BUGLE!

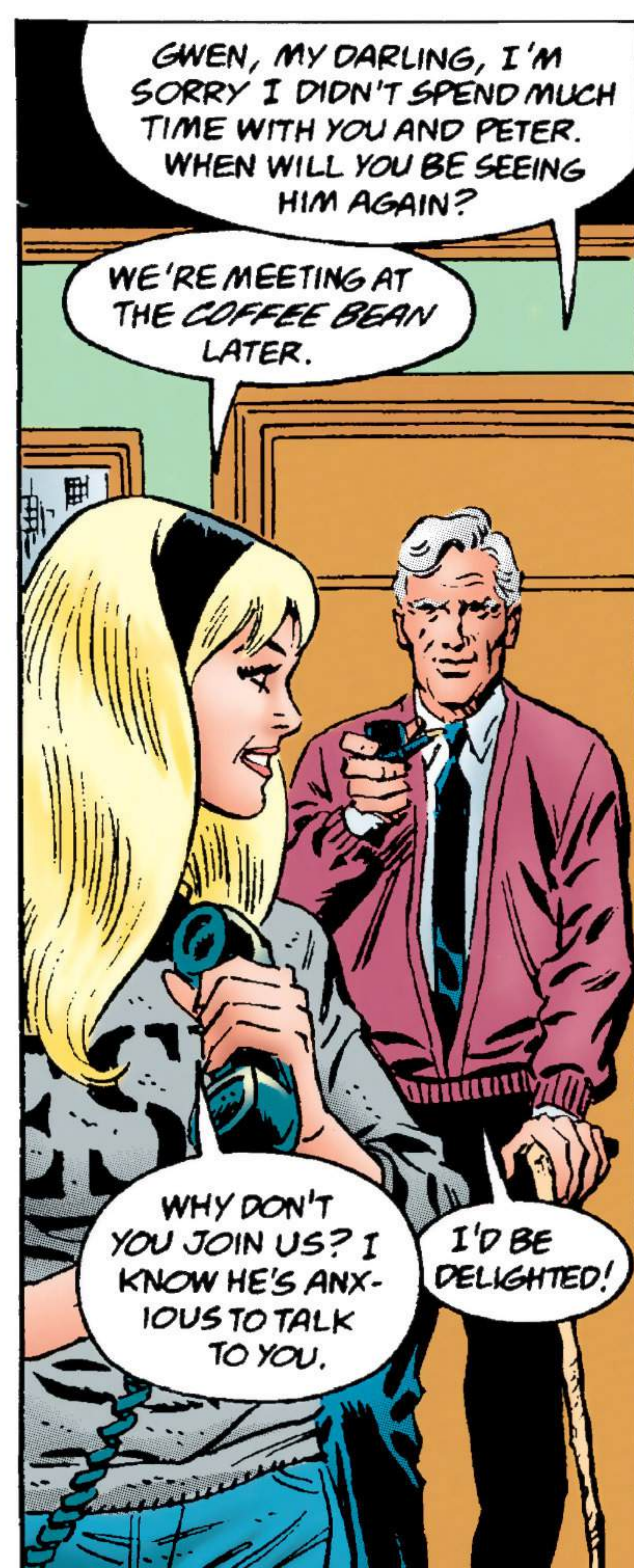


J. JONAH JAMESON EXPECTS A FULL DAY'S WORK FROM HIS EMPLOYEES--

--AND THAT MEANS ALL TWENTY-FOUR HOURS!

SEE YOU NEXT WEEK, JOE.

AFTER I'VE HAD A CHAT WITH MR. PARKER!



GWEN, MY DARLING, I'M SORRY I DIDN'T SPEND MUCH TIME WITH YOU AND PETER. WHEN WILL YOU BE SEEING HIM AGAIN?

WE'RE MEETING AT THE COFFEE BEAN LATER.

WHY DON'T YOU JOIN US? I KNOW HE'S ANXIOUS TO TALK TO YOU.

I'D BE DELIGHTED!

EVEN AS GWEN ATTEMPTS TO PHONE PETER, WE'LL BRIEFLY RETURN TO THE OFFICE OF NORMAN OSBORN...

MR. OSBORN, I HAVE PROFESSOR WARREN ON LINE THREE.

HE WANTS TO DISCUSS ADDITIONAL FUNDING FOR HIS SCIENCE GRANT!

TELL HIM I'M IN A MEETING-- AND CAN'T TALK NOW!

HOLD ALL CALLS FOR THE NEXT HOUR OR SO!

I MUSTN'T BE DISTURBED!

SLAMMING HIS OFFICE DOOR, OSBORN IMMEDIATELY GIVES VENT TO HIS FRUSTRATIONS...

I SACRIFICE EVERYTHING-- PUTTING MY HEART AND SOUL INTO BUILDING A GLOBAL EMPIRE FOR MY SON-- BUT HE DOESN'T HAVE THE NECESSARY STRENGTH TO RULE MY VARIOUS ENTERPRISES!

HE'S A PAMPERED, SPINELESS, WEAK-WILLED COWARD!

AND THAT'S ALL HE'LL EVER BE... UNLESS I FORCE HIM TO CHANGE!

THAT'S IT! I HAVE NO CHOICE!

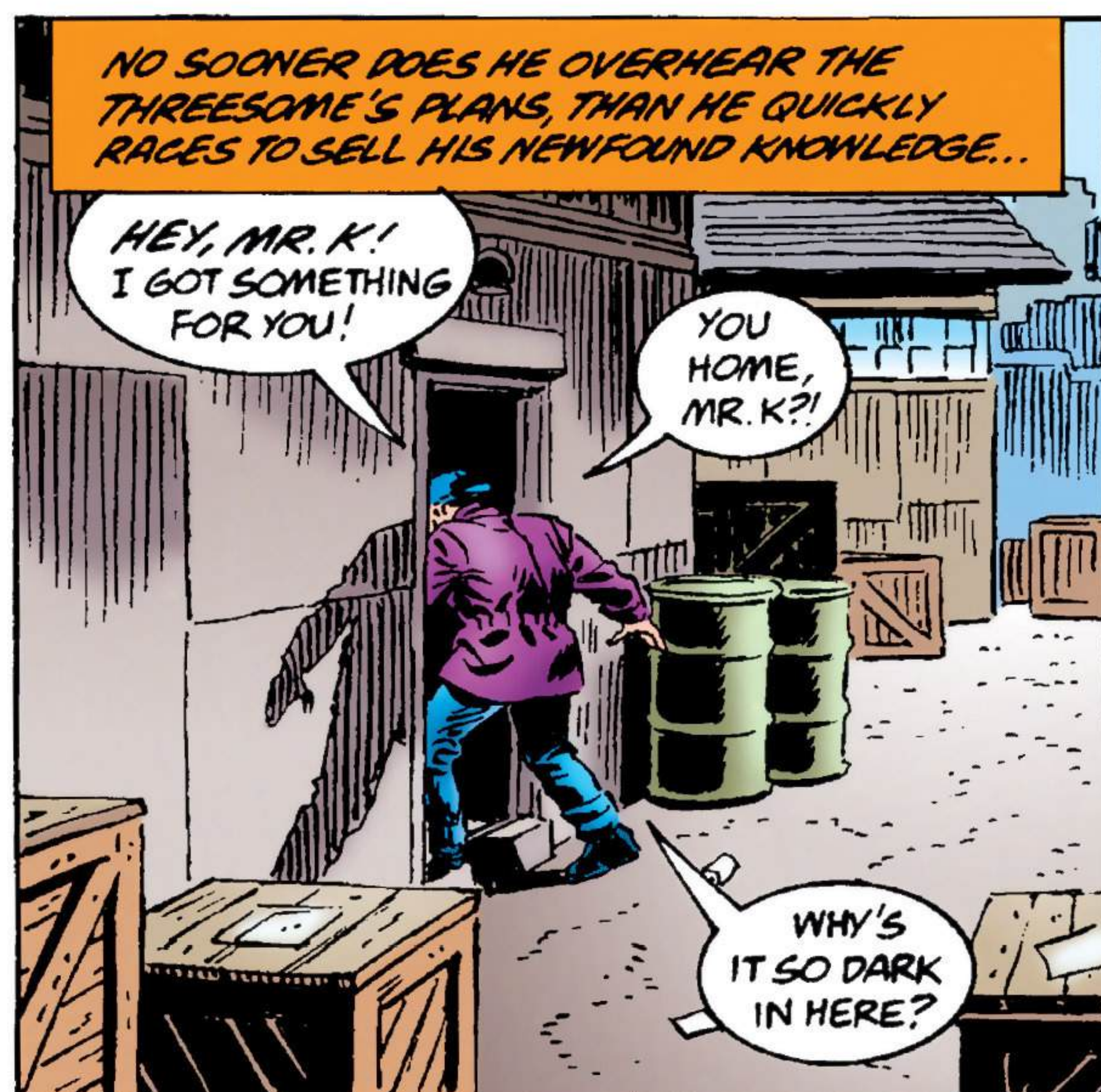
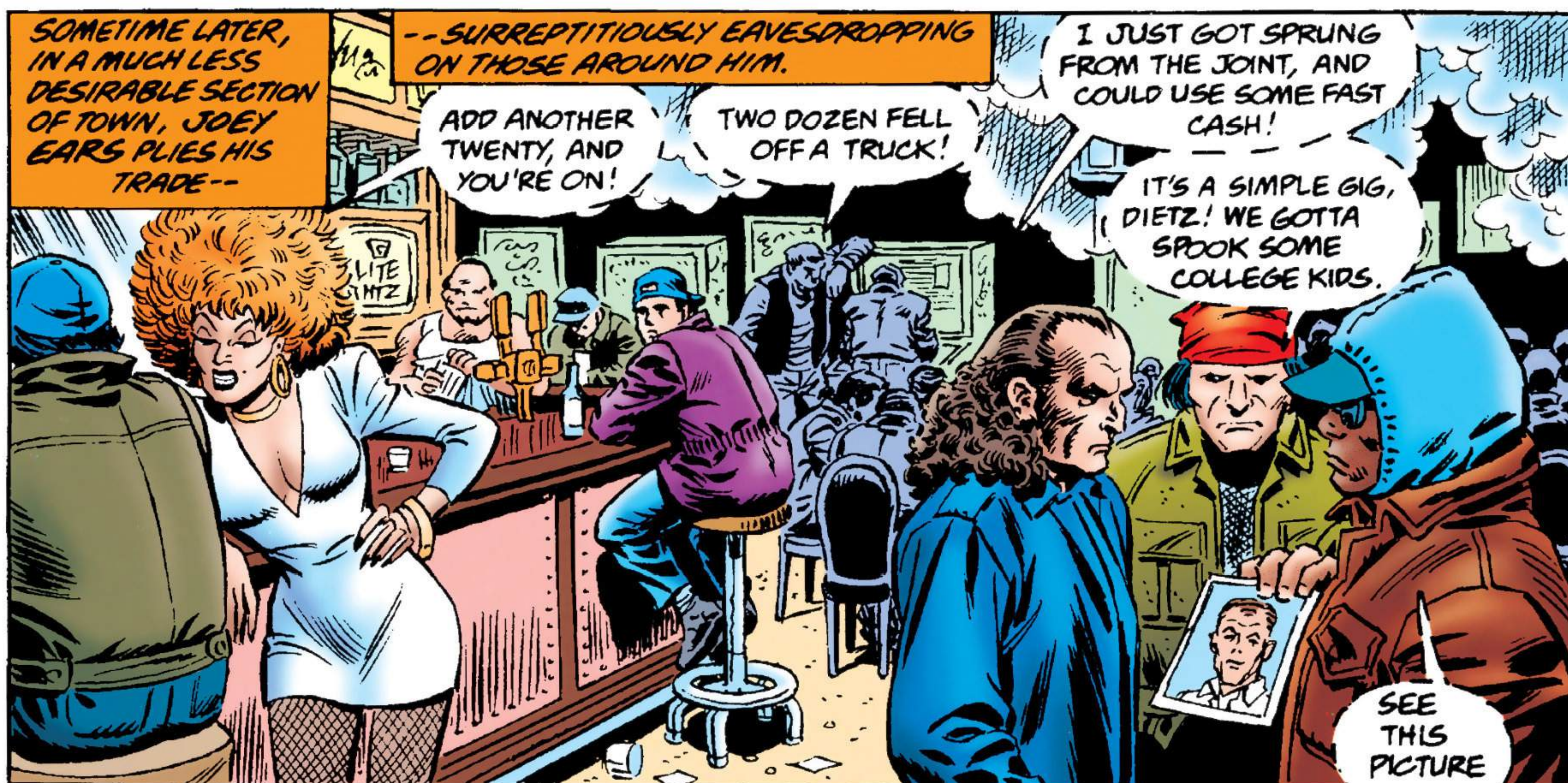
I MUST ORCHESTRATE A SITUATION WHERE HE HAS TO TAKE CHARGE-- WHERE HE'S GOT TO PROVE HIMSELF!

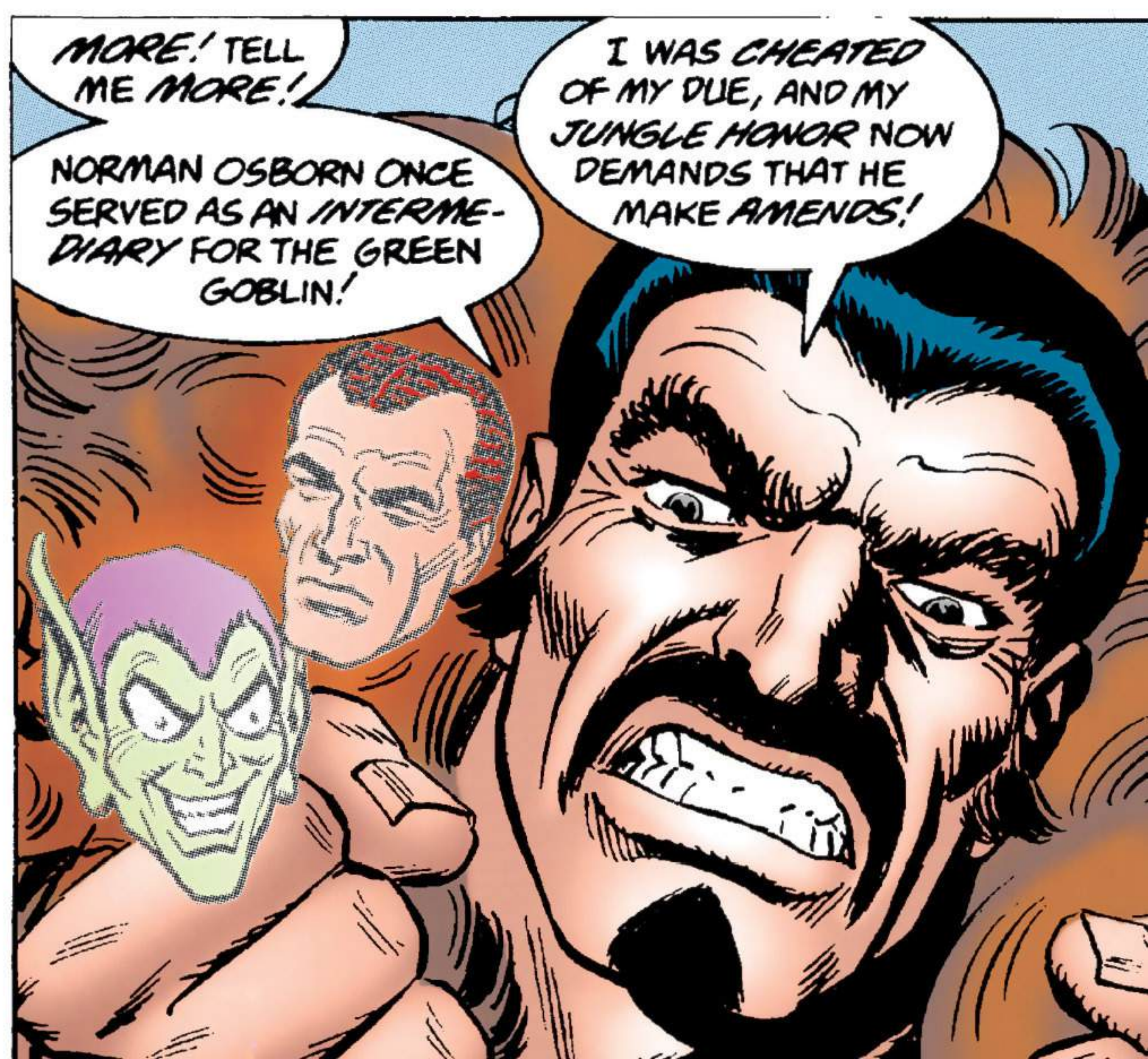
I'LL MAKE A MAN OUT OF HARRY!

EVEN IF IT KILLS HIM!

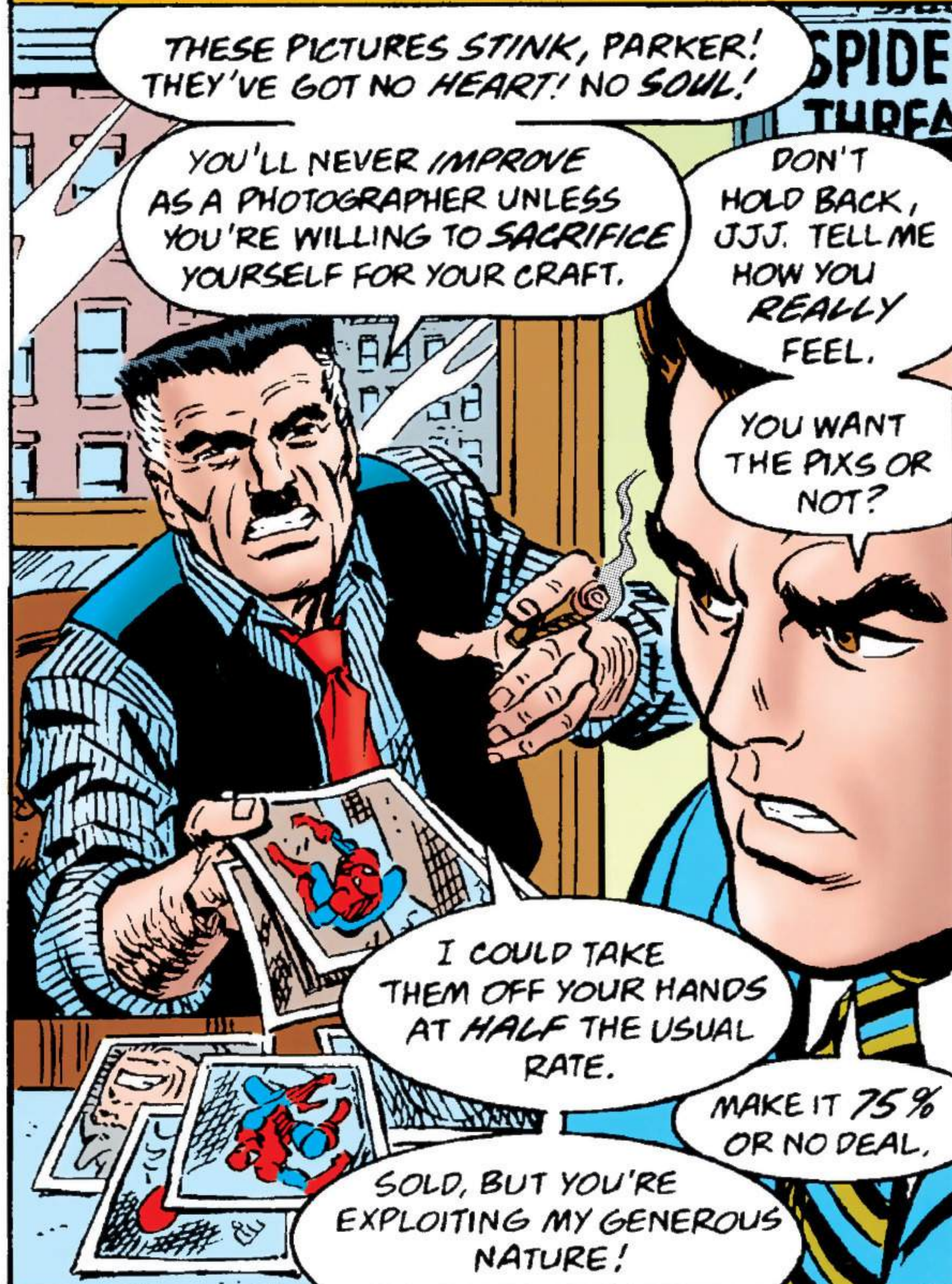
* EDITOR'S NOTE: unless you've been living in another universe, you already know that Norman Osborn is secretly the ever-wily Green Goblin!

And, even though he doesn't actually appear in this issue, we couldn't resist letting Rampaging Ron and Jazzy Johnny show their version of the jolly jade one!





WHILE JOEY EARS BECOMES JOEY THE MOUTH, WE'LL ZIP OVER TO THE DAILY BUGLE, WHERE J. JONAH JAMESON IS HIS USUAL SUNNY SELF...



THESE PICTURES STINK, PARKER! THEY'VE GOT NO HEART! NO SOUL!

YOU'LL NEVER IMPROVE AS A PHOTOGRAPHER UNLESS YOU'RE WILLING TO SACRIFICE YOURSELF FOR YOUR CRAFT.

DON'T HOLD BACK, JJJ. TELL ME HOW YOU REALLY FEEL.

YOU WANT THE PIXS OR NOT?

I COULD TAKE THEM OFF YOUR HANDS AT HALF THE USUAL RATE.

MAKE IT 75% OR NO DEAL.

SOLD, BUT YOU'RE EXPLOITING MY GENEROUS NATURE!



WHEN ARM-WRESTLING DOCTOR OCTOPUS IS EASIER THAN NEGOTIATING WITH JJJ, BUT HE DID STRIKE A CHORD.

FREELANCE PHOTOGRAPHY IS ONLY A SIDELINE TO ME, AND I'VE NO REAL COMMITMENT TO IT.

WHY WRITE AN ARTICLE ON THE GREEN GOBLIN, NED?

IT'S FASCINATING TO RESEARCH SOMEONE SO DETERMINED TO ESCAPE THE RESTRAINTS OF SOCIETY, BETTY.

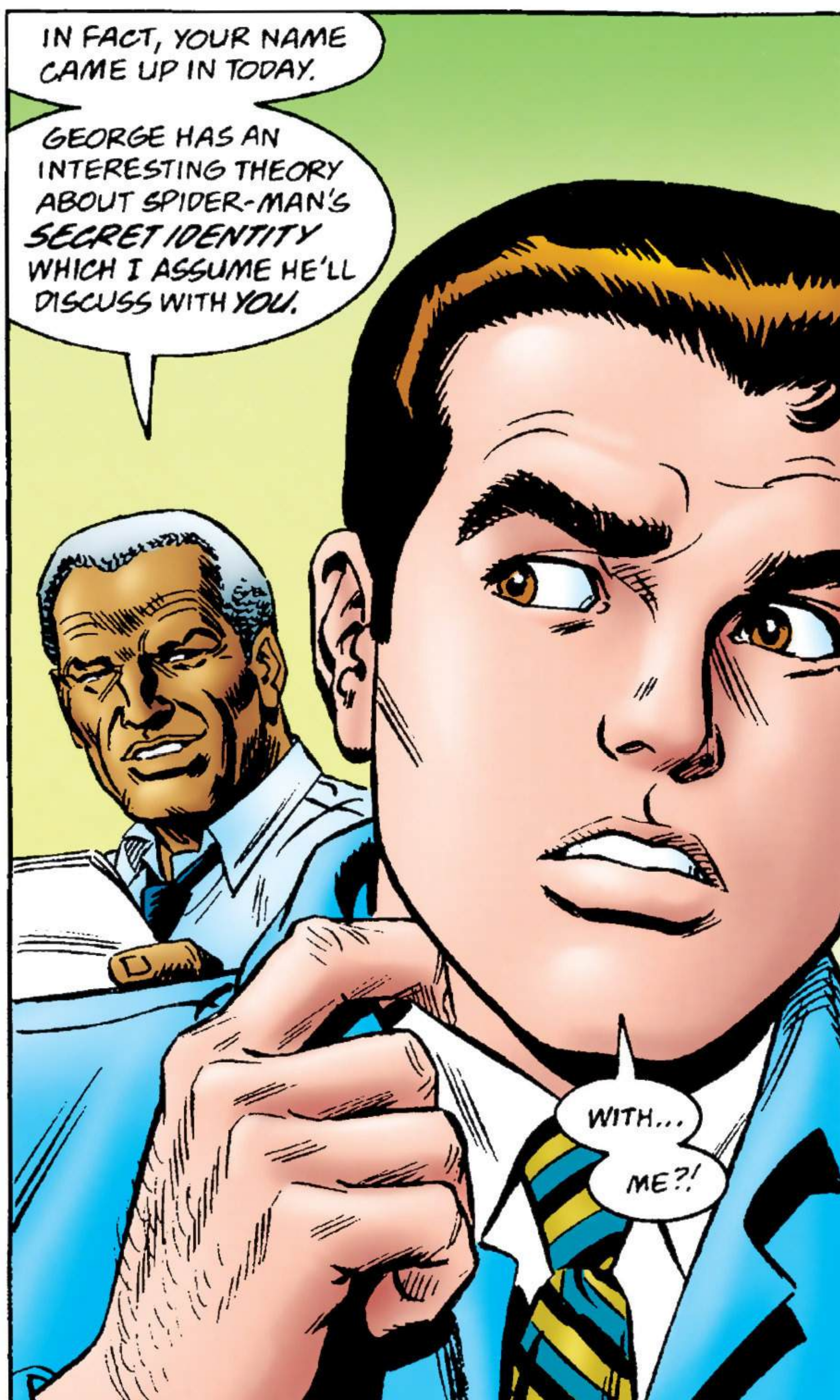


HI, PETER! RUNNING INTO YOU AT THE STACYS WAS A PLEASANT SURPRISE.

UH... YEAH!

I DIDN'T REALIZE YOU AND THE CAPTAIN WERE FRIENDS.

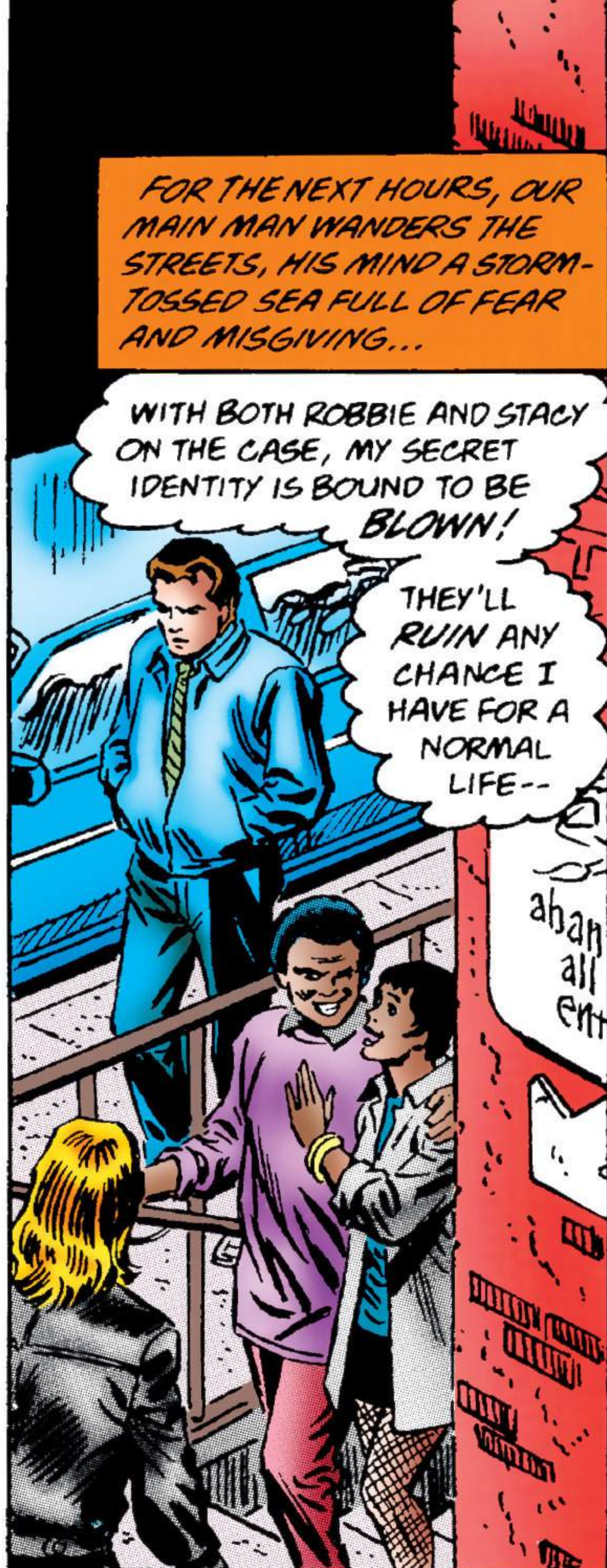
WE OFTEN COMPARE NOTES.



IN FACT, YOUR NAME CAME UP IN TODAY.

GEORGE HAS AN INTERESTING THEORY ABOUT SPIDER-MAN'S SECRET IDENTITY WHICH I ASSUME HE'LL DISCUSS WITH YOU.

WITH... ME?!



FOR THE NEXT HOURS, OUR MAIN MAN WANDERS THE STREETS, HIS MIND A STORM-TOSSED SEA FULL OF FEAR AND MISGIVING...

WITH BOTH ROBBIE AND STACY ON THE CASE, MY SECRET IDENTITY IS BOUND TO BE BLOWN!

THEY'LL RUIN ANY CHANCE I HAVE FOR A NORMAL LIFE--

abandon all enter



THE Coffee Bean

--AND THERE'S NO TELLING THE EFFECT IT'LL HAVE ON AUNT MAY!

abandon all enter

WHAT CAN I DO? I CAN'T AVOID EITHER ONE OF THEM FOR LONG.

I NEED MY FREE-LANCE JOB AT THE BUGLE...

AND I...

I THINK I LOVE GWEN!



WHEN I WONDER HOW GWENDY WILL FEEL IF THE WORLD SUDDENLY LEARNS MY SECRET--

--AND HER OWN FATHER IS THE ONE WHO EXPOSES IT!

LOOKS LIKE I'M THE ONLY GUY WITH WORRIES ON THE MIND.

YOU OKAY, HARRY?

I...UH... I'M FINE, PETE!



SURRE, YOU ARE...

AND JOLLY JONAH IS THE WEBHEAD'S BIGGEST FAN!

THE POOR GUY'S GA-GA OVER MARY JANE WATSON, AND I CAN'T REALLY BLAME HIM.

SHE'S BEAUTIFUL, PERSONABLE, AND THE LIFE OF EVERY PARTY.

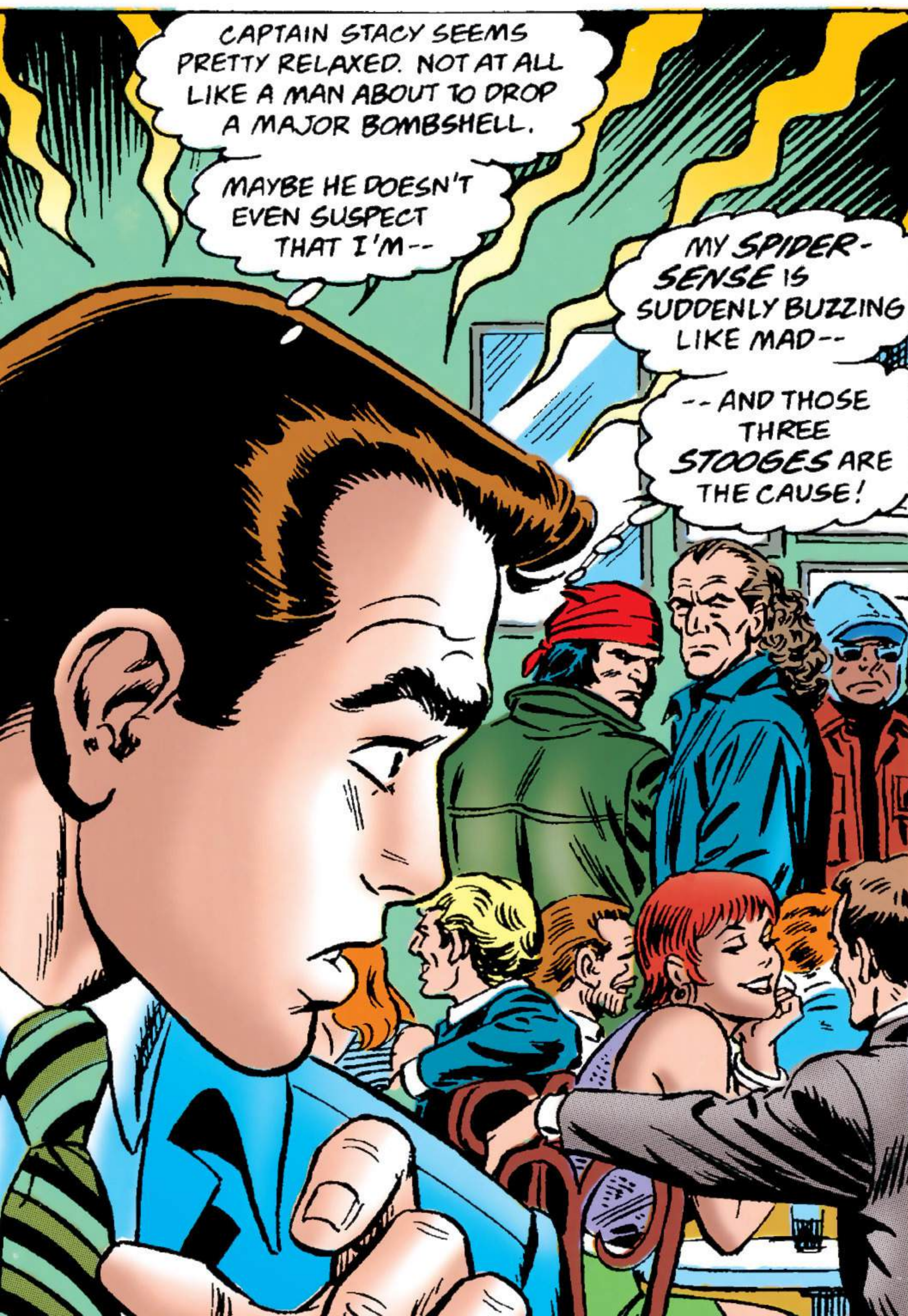


ROLL UP YOUR TONGUE, HANDSOME!

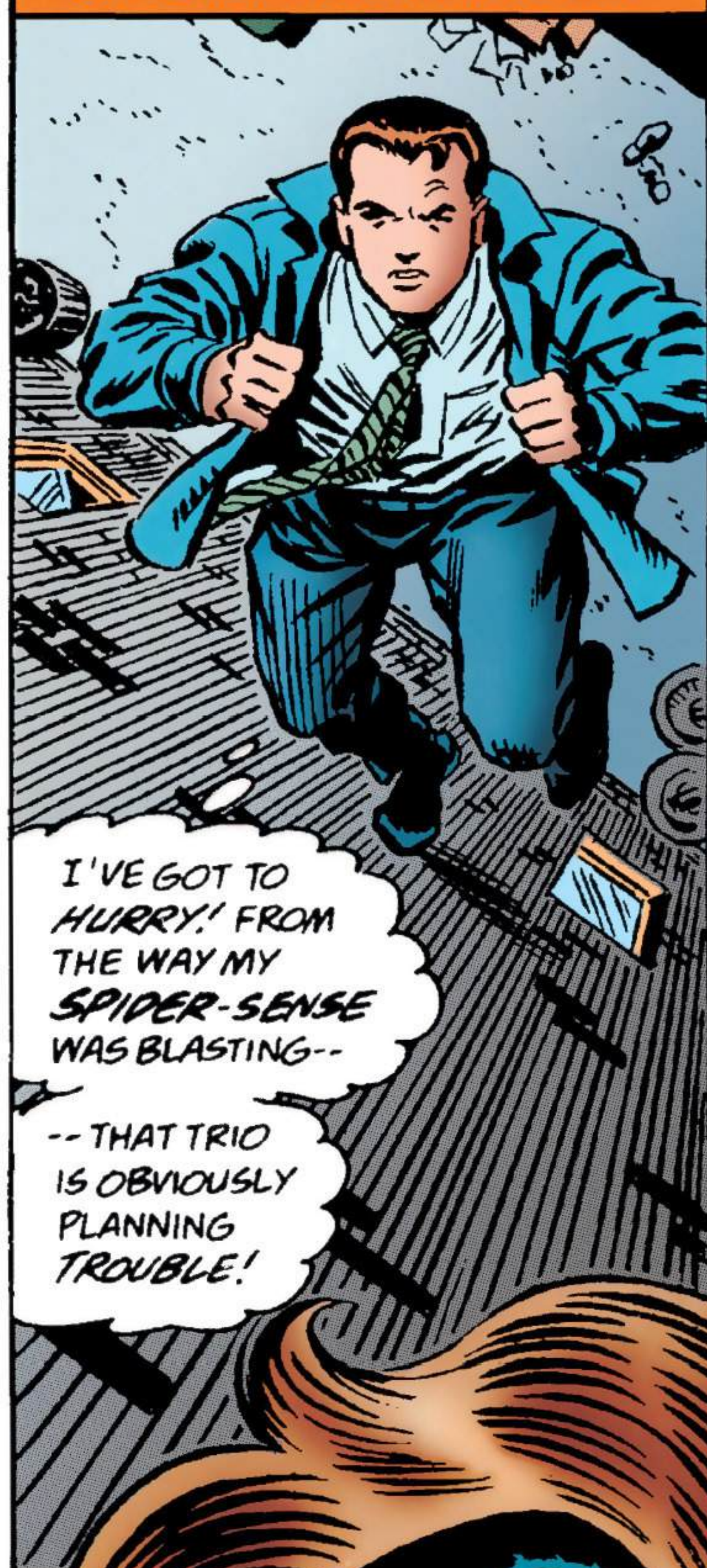
THAT REDHEAD IS STRICTLY OFF LIMITS WHERE YOU'RE CONCERNED.

WHAT REDHEAD?! I ONLY HAVE EYES FOR A CERTAIN GORGEOUS BLONDE.

KEEP THAT THOUGHT!



DISCARDING HIS SHOES,
PETER QUICKLY SLIPS OUT A
CONVENIENT BACK WINDOW...



I'VE GOT TO
HURRY! FROM
THE WAY MY
SPIDER-SENSE
WAS BLASTING--

-- THAT TRIO
IS OBVIOUSLY
PLANNING
TROUBLE!



I'LL FEEL LIKE A REAL
HEEL IF ANYONE
GETS HURT--

-- BUT I ALMOST
WELCOME THIS
INTERRUPTION!

I NEED TIME TO
PREPARE FOR
CAPTAIN STACY!

I DON'T KNOW IF I'M
MORE NERVOUS ABOUT
DISCUSSING GWEN
OR MY DUAL
IDENTITY!



UNFORTUNATELY, HE'S
BOUND TO NOTICE MY
ABSENCE WHEN SPIDEY
MAKES THE SCENE,
AND--

UH-OH! MORE
TROUBLE--!

OH, NO!
IT'S KRAVEN
THE HUNTER!



HE'S STRONGER
THAN A CHARGING
RHINO, AND TWICE
AS DEADLY!

HE HASN'T SPOTTED
ME YET, BUT--OHMIGOSH!
IT LOOKS LIKE HE'S ALSO
HEADED TOWARD THE
COFFEE BEAN! BUT WHY?!
WHY?!



AND, AT THAT EXACT INSTANT...

YOUR EVENING JUST GOT A HECK OF A LOT MORE INTERESTING, BOYS AND GIRLS--

--BECAUSE WE'RE HERE TO COLLECT YOUR CASH AND VALUABLES!

T-THIS CAN'T BE REAL!

THERE'S ONLY THREE OF THEM! LET'S RUSH 'EM! THEY CAN'T FIGHT US ALL!



NO! NO! TOO MANY OF YOU WILL BE WOUNDED, OR WORSE!

STAY CALM, EVERYONE! WE'LL BE ALL RIGHT IF WE DO AS THEY SAY!

DADDY, THAT GUNMAN IS STARING AT YOU--!

WAY TO GO, POPS! EVERYBODY'S GONNA BE JUST FINE--



-- EXCEPT YOU!

REMEMBER ME, STACY? MY NAME'S DIETZ... PHIL DIETZ... AND YOUR TESTIMONY SENT ME AWAY!

I'D GIVEN UP HOPE OF EVER RUNNING INTO YOU AGAIN WHEN I HEARD YOU RETIRED, BUT NOW--!



SCREAMS ARE COMING FROM MY DESTINATION!

MY ARRIVAL IS WELL TIMED!

WAIT! THE WIND SHIFTS... AND MY JUNGLE-TRAINED SENSES SUDDENLY PERCEIVE... AN ENEMY!

I HOPE THAT'S NOT YOUR OH-SO-SUBTLE WAY OF TELLING ME THAT I NEED A STRONGER DEODORANT!



JUST MY LUCK! I
PUT MY TRUST IN
SECRET--

--AND IT
BLABBED!

YOU?!

WHAT ARE
YOU DOING
HERE?

GIVE ME A
BREAK, JUNGLE
MAN!

EVEN WE FRIENDLY NEIGH-
BORHOOD WEB-SPINNERS GET THE
OCCASIONAL HANKERING FOR
HOT COFFEE AND FRESH DONUTS!



I'LL INVITE
YOU TO JOIN
ME--

--BUT ONLY
IF YOU ORDER
DECAF!

KRAVEN USUALLY WORKS
ALONE... BUT HIS UNEXPECTED
APPEARANCE... MUST BE
RELATED TO THOSE STICK-UP
STOOGES I SPOTTED
EARLIER!

YOU CANNOT
ESCAPE ME SO
EASILY, SPIDER-
MAN!



I POSSESS THE
SPEED OF A STRIKING
COBRA, AND--

UGNNN!

SKWAK!

BIG DEAL!
I'VE GOT THE FOOT
OF A VERY ANNOYED
WALL-CRAWLER!



BAH! YOUR PUNY EFFORTS CANNOT STOP ONE WHO HAS STUNNED THE MIGHTY BULL APE WITH A SINGLE BLOW!

MAYBE NOT--
-- BUT I STILL DESERVE AN A FOR EFFORT!

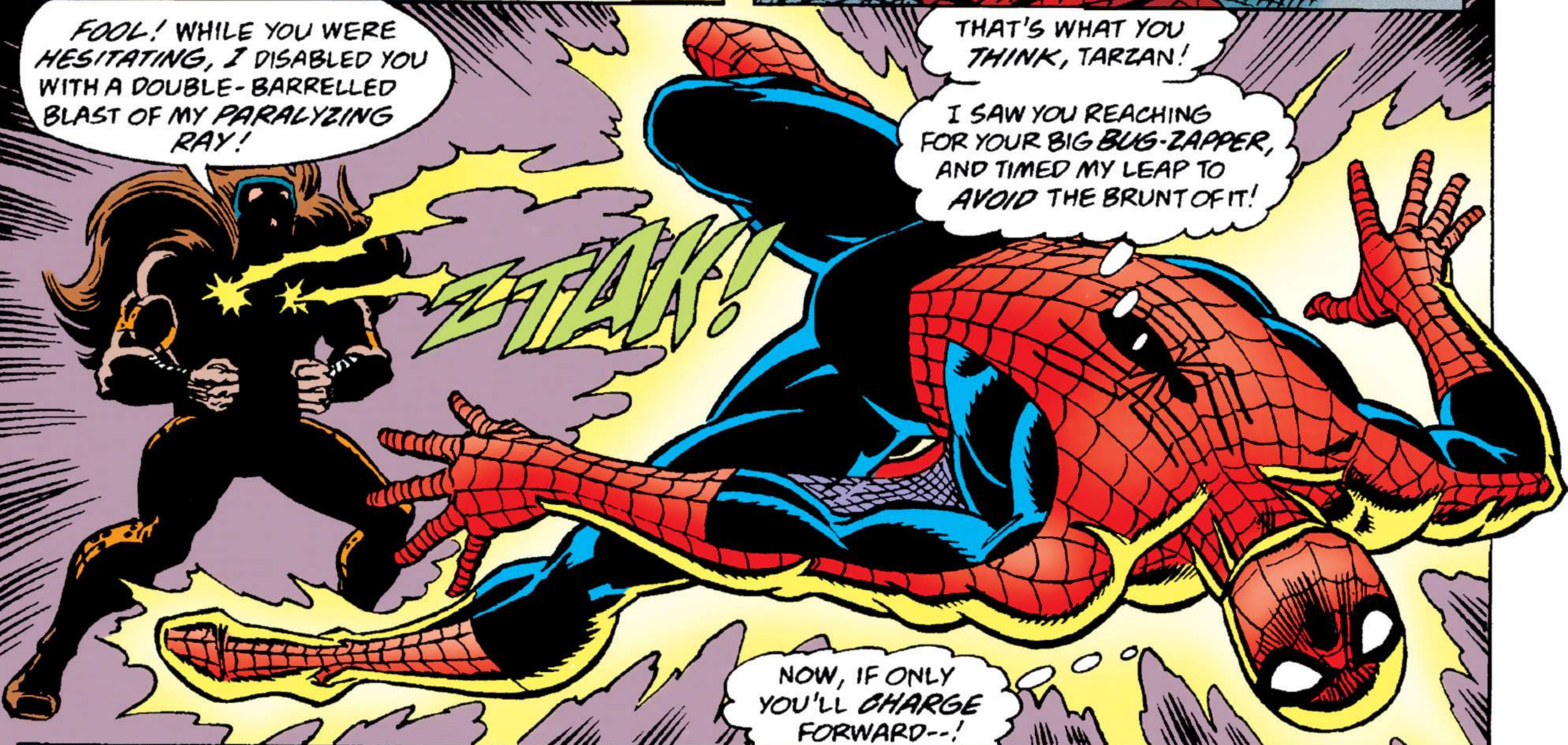


I'M ONLY WASTING TIME OUT HERE! WHILE I'M TRADING PUNCHES WITH GEORGE OF THE JUNGLE--

-- GWEN AND HER FATHER COULD BE IN SERIOUS DANGER!

I'VE GOT TO TAKE CHARGE OF THIS FIGHT--

-- AND MOVE US TOWARD THE COFFEE BEAN!



FOOL! WHILE YOU WERE HESITATING, I DISABLED YOU WITH A DOUBLE-BARRELLED BLAST OF MY PARALYZING RAY!

THAT'S WHAT YOU THINK, TARZAN!

I SAW YOU REACHING FOR YOUR BIG BUG-ZAPPER, AND TIMED MY LEAP TO AVOID THE BRUNT OF IT!

Z-TAK!

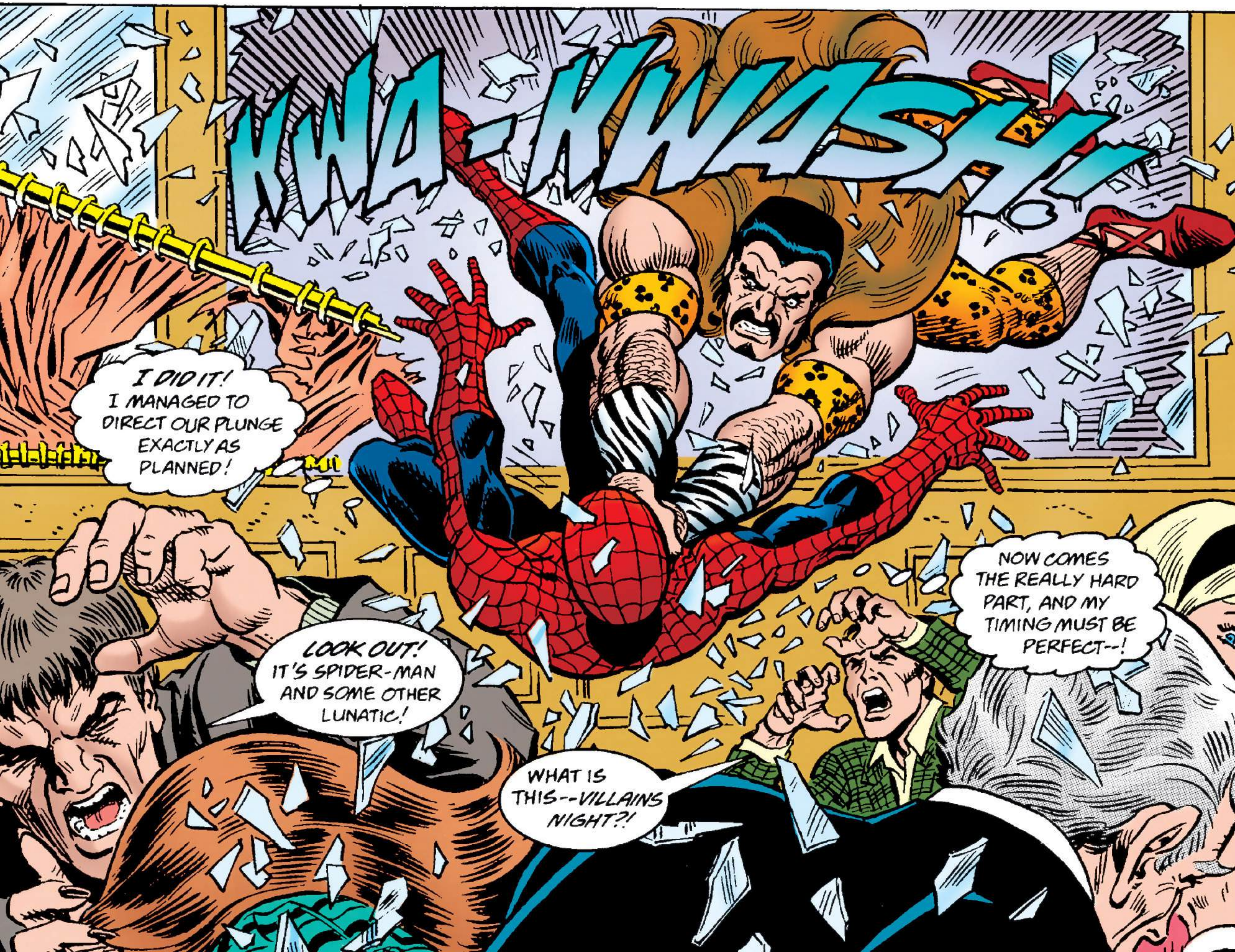
NOW, IF ONLY YOU'LL CHARGE FORWARD--!



I ONLY CAME HERE TO SPITE AN OLD ENEMY!

DEFEATING YOU IS AN UNEXPECTED BONUS!

YAHOO! YOU REALLY GOTTA LOVE A VILLAIN WHO KNOWS HIS PART AND FOLLOWS HIS STAGE DIRECTIONS!







THE AMAZING SPIDER-MAN LAUNCHES HIMSELF ACROSS THE COFFEE BEAN, WITH THE ACCURACY OF A GUIDED MISSILE!

NO!
NO!



HEADS UP, SIR!

MY THANKS, SPIDER-MAN!

YOU'RE CERTAINLY A HANDY LAD TO HAVE--



--AROUND?!



MOVE IT, HARRY! YOU'RE NOT A COWARD! YOU'RE NOT RUNNING OUT ON ANYBODY! YOU'RE JUST... UH... GOING FOR HELP!

THAT'S IT! YOU'LL CALL THE POLICE, AND BE A HERO, AND--



YOU ARE THE ONE I SEEK!

GYAA-AAHH!

P-PLEASE DON'T KILL ME!

P-PLEASE DON'T!

BAH! I THOUGHT I COULD BALANCE THE SCALES WITH YOUR FATHER BY STRIKING AT YOU--





BARELY A HALF HOUR LATER AT OSBORN MANUFACTURING...

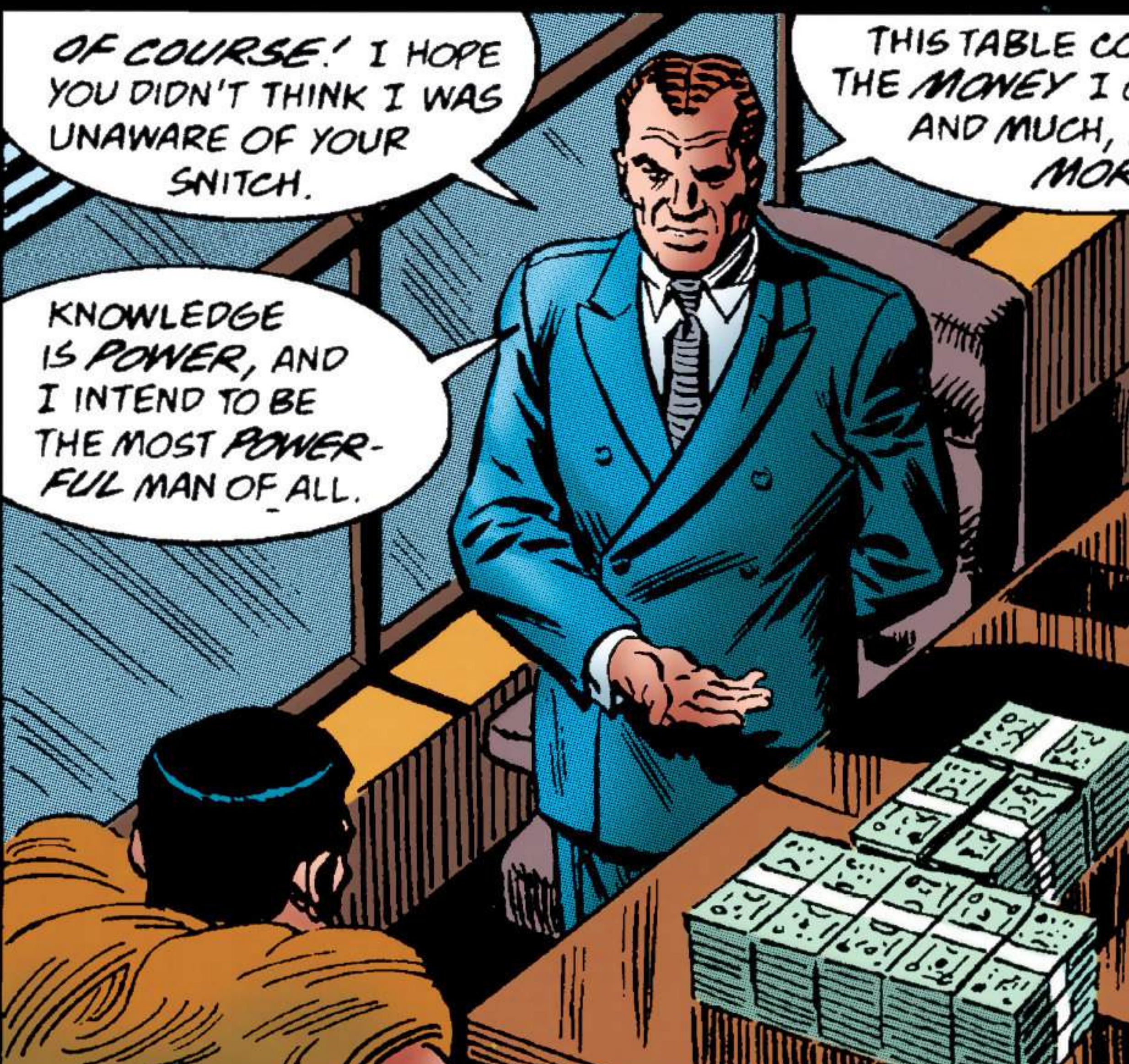
OSBORN! IT IS TIME KRAVEN WAS GIVEN HIS JUST DUE. YOU MUST PAY FOR HAVING CHEATED ME.

I HAVE COME FOR YOU!

AS I KNEW YOU WOULD.

PLEASE MAKE YOURSELF COMFORTABLE.

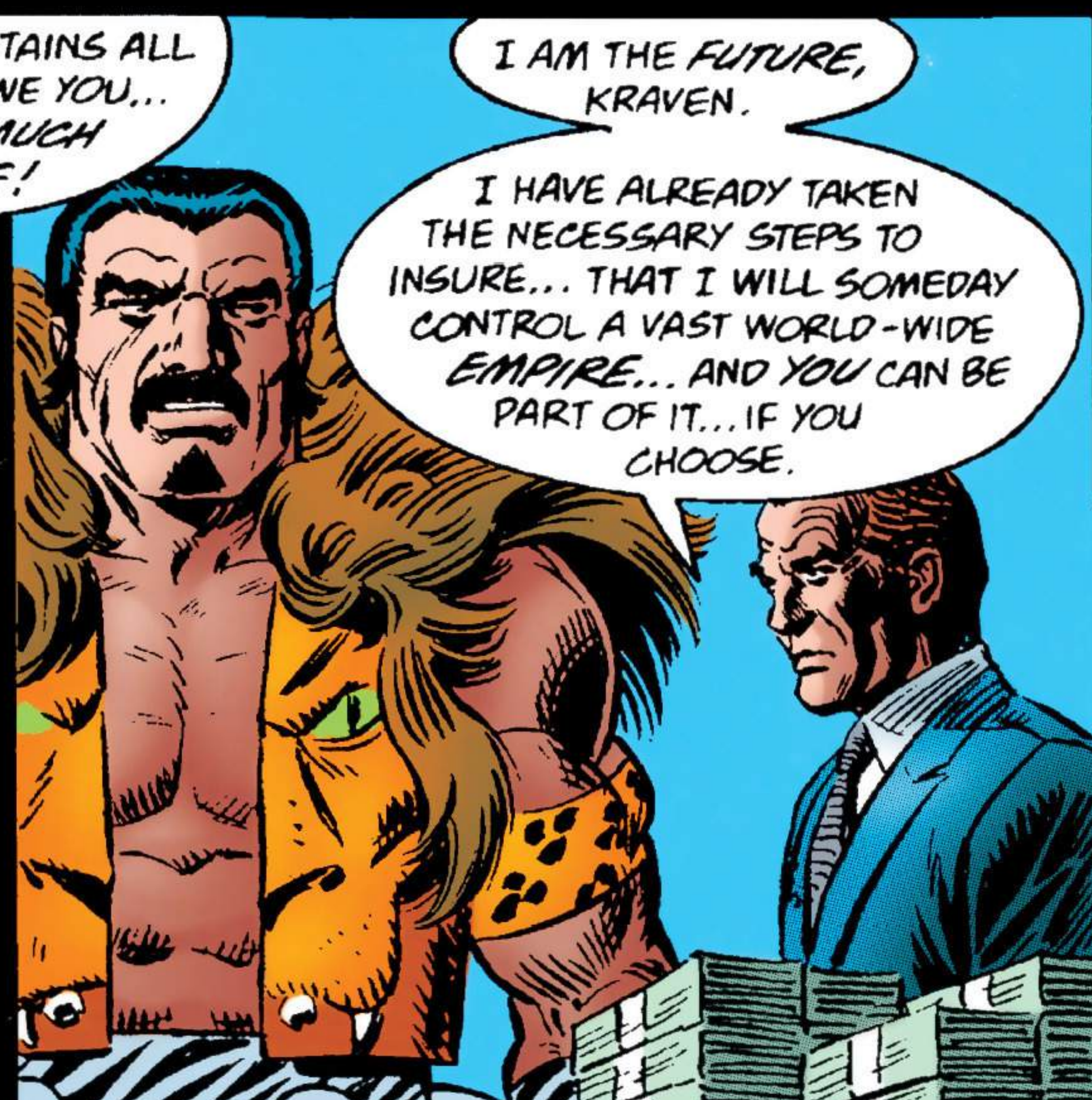
Y-YOU WERE EXPECTING ME?!



OF COURSE! I HOPE YOU DIDN'T THINK I WAS UNAWARE OF YOUR SNITCH.

THIS TABLE CONTAINS ALL THE MONEY I OWE YOU... AND MUCH, MUCH MORE!

KNOWLEDGE IS POWER, AND I INTEND TO BE THE MOST POWERFUL MAN OF ALL.



I AM THE FUTURE, KRAVEN.

I HAVE ALREADY TAKEN THE NECESSARY STEPS TO INSURE... THAT I WILL SOMEDAY CONTROL A VAST WORLD-WIDE EMPIRE... AND YOU CAN BE PART OF IT... IF YOU CHOOSE.



KEEP YOUR BLOOD MONEY!

I ONLY CAME HERE BECAUSE YOU ONCE OFFENDED MY JUNGLE PRIDE--



-- BUT I NOW REALIZE THAT THERE CAN BE NO HONOR IN ANY TRANSACTION WHICH INVOLVES A MAN SUCH AS YOU!

YOU'RE A FOOL, KRAVEN. I AM A MAN OF DESTINY--

-- AND NOTHING WILL PREVENT ME FROM FULFILLING IT!

EVEN AS KRAVEN HEADS HOME (AND OUT OF OUR LIVES), WE'LL REJOIN OUR FRIENDS AT THE COFFEE BEAN...

YOU OKAY, MARY JANE?

NO THANKS TO YOU, CURLY!

YOUR LACK OF ACTION... MIGHT HAVE SPELLED *DISASTER*... IF NOT FOR *SPIDEY*.

ARE YOU ALL RIGHT? DID THOSE AWFUL MEN HURT YOU?

NO, I... I'M FINE... BUT I... UH... MISSED MOST OF THE ACTION.

IT DOESN'T MATTER! SO LONG AS YOU'RE *SAFE* AND *HERE*!

WHERE *ELSE* WOULD I BE, PRETTY LADY?

IT'S OBVIOUS THAT YOU SINCERELY *CARE* FOR MY DAUGHTER, MR. PARKER...

IS THAT *ENOUGH*? DO I DARE ALLOW HER TO BECOME INVOLVED WITH *SPIDER-MAN*?!

IF I CAN UNCOVER YOUR SECRET, SO CAN *OTHERS*--

--AND HER LIFE WILL BE IN CONSTANT *JEOPARDY*!

YOU SAY THE WEBHEAD SUBDUED THE GUNMEN, AND DROVE KRAVEN AWAY?

YES, OFFICER. AND I, FOR ONE, OWE HIM MY LIFE!

DADDY, LOOK! IT'S PETER! HE'S BACK!

GWENDY--!

AND YET... IT APPEARS GWEN HAS ALREADY MADE... HER OWN *DECISION*!

I GUESS I'LL JUST HAVE TO *TRUST* YOU, MR. PARKER... TO USE YOUR VAST POWER TO KEEP HER FROM *HARM*.

AND, FOR MY LITTLE GIRL'S SAKE, I PROMISE TO KEEP YOUR *SECRET*--

-- UNTIL THE DAY I DIE!

CAPTAIN STACY'S THOUGHTS PROVE HAUNTINGLY PROPHETIC.

HE IS DESTINED TO PERISH IN A TERRIBLE ACCIDENT WITHIN THE COMING MONTHS.

BACK IN THE PRESENT, TEARS CLOUD THE EYES OF THE MAN WHO CALLS HIMSELF BEN REILLY, AS HE SLOWLY PULLS HIS MASK INTO PLACE...

A LARGE PART OF ME DIED THE DAY I LOST GWEN!

I'VE NEVER BEEN ABLE TO FULLY COMMIT MYSELF TO ANYONE OR ANYTHING SINCE!

AND GWEN--

POOR SWEET GWEN--

-- WILL EVENTUALLY MEET HER OWN TRAGIC END AT THE HANDS OF THE GREEN GOBLIN!

MAYBE IT'S TIME THAT CHANGED!

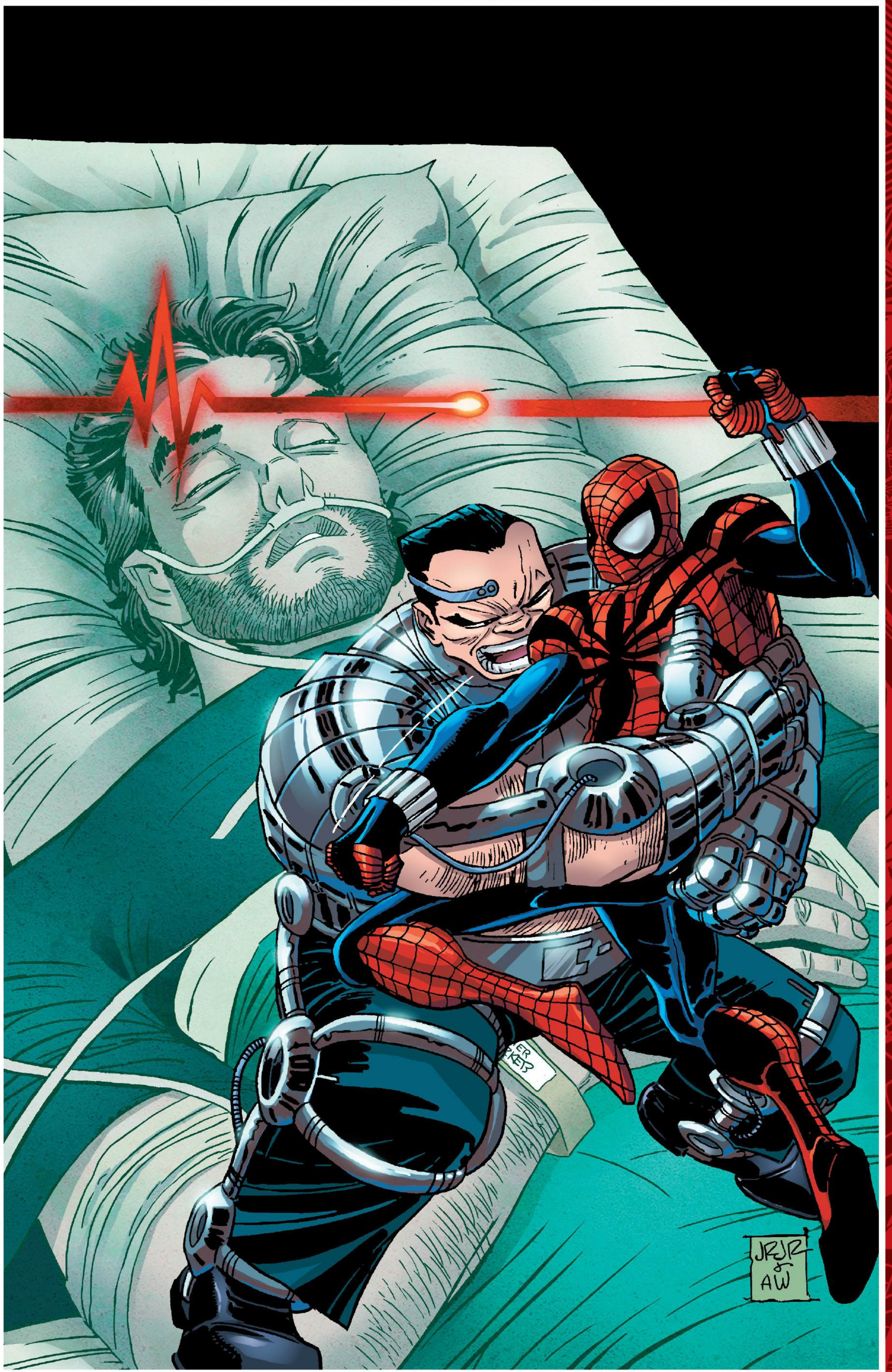
YEAH...

MAYBE...

The End



ONSLAUGHT VOL. 5 TPB COVER BY ANDY KUBERT & JESSE DELPERDANG





PETER PARKER LIES GRAVELY ILL IN A HOSPITAL BED — SO WHO'S THAT SWINGING AROUND THE BIG APPLE?

It's Ben Reilly, the former Scarlet Spider and newly christened Spider-Man! But our webbed rookie soon finds out his new super ID isn't going to grant him a free pass when the likes of Swarm, Will O' the Wisp, Dragon Man, the Lizard, and other baleful bad guys rear their malevolent heads!

Collecting *Amazing Spider-Man* (1963) #414-416 and material from *Annual '96*, *Sensational Spider-Man* (1996) #7-10, *Spectacular Spider-Man* (1976) #235-239, *Spider-Man* (1990) #71-72, *Spider-Man Team-Up* #4, and *Spider-Man Unlimited* (1993) #13 — written by **Tom DeFalco**, **Todd Dezago**, **Howard Mackie**, **George Pérez** and **James Felder**; and illustrated by **Mark Bagley**, **Ron Garney**, **Ron Frenz**, **Luke Ross**, **Mike Wieringo**, **Sal Buscema**, **John Romita Jr.**, **Steve Geiger**, **Darick Robertson**, **Dan Jurgens**, **Brandon McKinney** and **Joe Bennett**.



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